

August 5, 2019

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
(Scrip Symbol – REPRO)

Dear Sir/Madam,

Sub: Notice of 26th Annual General Meeting

We enclose herewith the Notice of 26th Annual General Meeting of the Company for the Financial Year 2018-19 to be held on Saturday, August 31, 2019 at M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East), Mumbai - 400 051 at 11.30 a.m.

This is for your information and records.

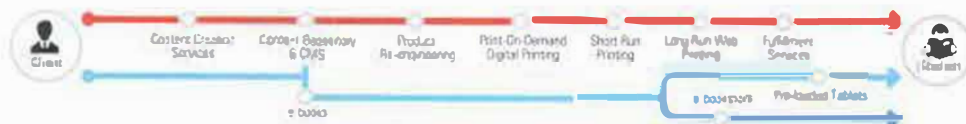
Thanking you,

Yours faithfully,
For **REPRO INDIA LIMITED**,



KAJAL DAMANIA
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As Above



Corporate & Registered Office

Repro India Limited
11th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg, Lower Panel,
Mumbai – 400 013, India
Tel: +91-22-71914000
Fax: +91-22-71914001
CIN: U22206MH1993PLC001431

Mahape

Plot No. 50/2, TTC MIDC Industrial Area,
Mahape, Navi Mumbai – 400 710
Tel: +91-22-71785000
Fax: +91-22-71785011

Surat

Plot No. 90 to 93 B/S Surat Special Economic Zone,
Road No. 11, GIDC, Sachin, Surat – 394 230
Tel: +0791-3107316/97, 2198595/97
Fax: +0791-2318830

Chennai

No 146, East Coast Road, Velluvancheri,
Chennai – 600111,
Tel: +91-44-2449 0130
Fax: +91-44-24 190836

E-mail: info@reproindia.com \ Website: www.reproindia.com

NOTICE

NOTICE is hereby given that the Twenty Sixth (26th) Annual General Meeting of the Company will be held on Saturday, August 31, 2019 at 11.30 a.m. at M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East), Mumbai 400 051 to transact the business set out below:

ORDINARY BUSINESS:

- To consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors' and Auditor's thereon.
- To appoint a Director in place of Dr. Pramod Khera (DIN: 00235308), who retires from office by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, the consent of the Company be and is hereby accorded for the change of designation of Mr. Dushyant Mehta (DIN: 00126977), from Non-Executive Non-Independent Director to Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years effective from December 29, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to do all necessary acts, deeds and things that may be required to give effect to the above resolution"

- To re-classify the status of Promoters Shareholding into Public and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018 and any other laws and regulations as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), and other applicable provisions; subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary; the approval of the Members, be and is hereby accorded to reclassify the following persons (hereinafter individually & jointly referred to as the "Applicants") and currently forming part of the "Promoter and Promoter Group" holding 1,68,480 Equity Shares aggregating to 1.39% of the paid up capital of the Company, from "Promoter & Promoter Group" shareholding of the Company to the "Public" shareholding of the Company:

Name	No. of Equity Shares	Percentage
Promoter and Promoter Group		
Deepa Rajeev Vohra	44,100	0.36
Rahul Vinod Vohra	37,112	0.31
Tanya Rajeev Vohra	35,000	0.29
Renu Sanjeev Vohra	30,000	0.25
Renu Vinod Vohra	8,920	0.07

Name	No. of Equity Shares	Percentage
Shruti Mukesh Dhruve	7,799	0.06
Aanchal Navin Sachdev	3,320	0.03
Nirbhay Sachdev	2,229	0.02
Abhinav Vinod Vohra	0	0.00
Total	1,68,480	1.39%

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the any one of the Directors or Company Secretary & Compliance Officer of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation to stock exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolutions.”

- To re-appoint Mrs. Mahalakshmi Ramadorai as a Non-Executive Independent Director and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Mahalakshmi Ramadorai (DIN: 06942430), Non-Executive Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for another term of five consecutive years from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

- To re-appoint Mr. Ullal Bhat as a Non-Executive Independent Director and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ullal Bhat (DIN:00008425), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for another term of five consecutive years from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

- To re-appoint Mr. Vinod Vohra as a Whole-time Director designated as a Chairman and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

“RESOLVED THAT in accordance to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Act and subject to such other approvals, if and as may be required, including from Central Government and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members be and is hereby accorded to the re-appointment of Mr. Vinod Vohra (DIN: 00112245) as a Whole-time Director of the Company designated as a Chairman for a further period of 3 years from the expiry of his present term of office, that is, with effect from February 28, 2019 on the same terms and conditions including remuneration as set out in the Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To re-appoint Mr. Sanjeev Vohra as a Whole-time Director designated as a Managing Director and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Act and subject to such other approvals, if and as may be required, including from Central Government and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members be and is hereby accorded to the re-appointment of Mr. Sanjeev Vohra (DIN: 00112352) as a Whole-time Director of the Company designated as a Managing Director for a further period of 3 years from the expiry of his present term of office, that is, with effect from February 28, 2019 on the same terms and conditions including remuneration as set out in the Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To re-appoint Mr. Rajeev Vohra as a Whole-time Director and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Act and subject to such other approvals, if and as may be required, including from Central Government and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members be and is hereby accorded to the re-appointment of Mr. Rajeev Vohra (DIN: 00112001) as a Whole-time Director of the Company for a further period of 3 years from the expiry of his present term of office, that is, with effect from February 28, 2019 on the same terms and conditions including remuneration as set out in the Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To re-appoint Mr. Mukesh Dhruve as a Whole-time Director and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Act and subject to such other approvals, if and as may be

required, including from Central Government and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members be and is hereby accorded to the re-appointment of Mr. Mukesh Dhruve (DIN: 00081424) as a Whole-time Director of the Company for a further period of 3 years from the expiry of his present term of office, that is, with effect from February 28, 2019 on the same terms and conditions including remuneration as set out in the Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For Repro India Limited

Sd/-

Kajal Damania
Company Secretary
& Compliance Officer

Place: Mumbai
Date: May 28, 2019

Registered Office: 11th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013
CIN: L22200MH1993PLC071431
Email: investor@reproindia.com
Website: www.reproindia.com
Tel: +91-022-71914000; Fax: +91-022-71914001

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 (hereinafter called "the Act") and the Rules made there under, a person can act as a proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total issued and paid up share capital of the Company. A member holding more than ten percent (10%) of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. The Register of Members and Share Transfer Books of the Company will remain closed from August 25, 2019 to August 31, 2019 (both days inclusive).
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or its Registrar and Transfer Agents for assistance in this regard.
6. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the prescribed form and send the same to the office of the Registrar and Transfer Agent of the Company.
7. Members are requested to handover the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for

admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

8. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members seeking any information with regard to the accounts are requested to write to the Company, which should reach the Company at an early date, so as to enable the Management to keep the information ready at the meeting. Replies will be provided only at the Annual General Meeting.
10. In terms of the provision of Section 124 of the Companies Act, 2013, Investor Education and Protection Fund Authority (Accounting, Audit Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Accordingly, during the year 2018-19, the Company has transferred the unclaimed or unpaid final dividend for the financial year 2010-2011 to the IEPF.

In the year 2019-20, the Company would be transferring the unclaimed or unpaid dividend for the financial year 2011-2012 to IEPF on or before October 27, 2019. Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.reproindialtd.com

11. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to the 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 Transfer Agent.
12. Members are requested to bring their attendance slip duly completed and signed as per the specimen signature lodged with the Company along with their copy of the Annual Report (2018-19) to the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
13. Electronic copy of the Notice convening the 26th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form and the Ballot form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 26th Annual General Meeting of the Company, along with the Annual Report, the process of e-voting and the Attendance slip and Proxy form and Ballot form is being sent to the members in the permitted mode.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notice, Circular, etc., from the Company in electronic mode.
15. Members may note that the Notice convening the 26th Annual General Meeting, Annual Report, Attendance slip, Proxy form and e-voting instructions are also available on the Company's website i.e. www.reproindialtd.com
16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during (3.00 pm to 5.00 pm) on all working days, upto and including the date of the Annual General Meeting of the Company.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

18. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

19. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides to its Shareholders / members the facility to exercise their right to vote on resolutions proposed to be considered at the Twenty Sixth (26th) Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system, through the e-Voting platform provided by Link Intime India Private Limited (LIPL) on all the resolutions set forth in this notice that the facility for voting either through electronic voting systems or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 9.00 a.m. on Wednesday, August 28, 2019, and ends at 5.00 p.m. on Friday August 30, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, August 24, 2019, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
- (ii) The shareholders should log on to the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>
- (iii) Click on "Login" tab, available under 'Shareholders' section.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate) should enter Event No. + Folio Number registered with the Company.
- (v) Next enter the Image Verification code (CAPTCHA) as displayed and Click on "SUBMIT".
- (vi) Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with depository Participant or in the Company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth) / DOI as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.

Dividend Bank Details	<ul style="list-style-type: none"> • Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).
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If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any Company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the Company, you choose to vote.
- (viii) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- (ix) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- (x) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- (xi) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- (xii) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
- (xiii) General guidelines for Shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
 - They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with

attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000

20. 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 24, 2019 i.e. the cut-off date.
21. The members who have casted their vote by e-voting prior to the Annual General Meeting may also attend the AGM but shall not be entitled to cast their votes again.
22. Once the vote on a resolution is cast by the members, such members shall not be allowed to change it subsequently.
23. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS: 5683) at the Registered Office of the Company not later than Friday, August 30, 2019 (5.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investor@reproindialtd.com by mentioning their Folio/DPID and Client ID No. however, the duly completed Ballot Form should reach the Registered Office of the Company not later than Friday, August 30, 2019 (5.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

24. Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS: 5683) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
25. The Scrutinizer shall, within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The results declared along with Scrutinizer Report shall be placed on the Company's website www.reproindialtd.com and on the LIPL website <https://instavote.linkintime.co.in> within 2 (two) days of passing of the Resolutions at AGM of the Company on Saturday, August 31, 2019 and communicated to NSE and BSE where the shares of the Company are listed.

By Order of the Board of Directors

For Repro India Limited

Sd/-

Kajal Damania

Company Secretary
& Compliance Officer

Place: Mumbai
Date: May 28, 2019

ANNEXURE TO NOTICE

Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013

Item No. 3:

The Board of Directors on the recommendation of the Nomination & Remuneration Committee proposed to change the designation Mr. Dushyant Mehta (DIN 03502004) from Non-Executive Non-Independent Director to Non-Executive Independent Director of the Company.

Now, according to the provisions of the Companies Act, 2013, approval of members are required for the purpose of regularizing his appointment as an Independent Director of the Company.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Dushyant Mehta, is in any way, interested or concerned in this resolution.

The Board recommends the Resolution set out at item no. 3 of the Notice for the approval by the Shareholders of the Company.

Item No. 4:

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") has provided a regulatory mechanism for classification of Promoters & Promoter group as Public Shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company received applications from the person (as set out below) pursuant to Regulation 31A of the Listing Regulations for classifying them under the Public Category since their names have been included as a part of the Promoter and Promoter group.

They are financially independent persons, who take independent investment decisions and are no way related to any of the business carried out by the Company. Further they do not hold any key managerial position or representations of the Board of Directors in the Company and have not engaged in any management or day to day affairs of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of their shareholding. Further, they shall not act as a key management person of the Company for a period of more than three years from the date of the shareholders approval in relation to this reclassification. None of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company or with the Promoter of the Company.

Name	No. of Equity Shares	Percentage
Promoter and Promoter Group		
Deepa Rajeev Vohra	44,100	0.36
Rahul Vinod Vohra	37,112	0.31
Tanya Rajeev Vohra	35,000	0.29
Renu Sanjeev Vohra	30,000	0.25
Renu Vinod Vohra	8,920	0.07
Shruti Mukesh Dhruve	7,799	0.06
Aanchal Navin Sachdev	3,320	0.03
Nirbhay Sachdev	2,229	0.02
Abhinav Vinod Vohra	0	0.00
Total	1,68,480	1.39%

Vide their letters dated May 23, 2019, the Promoter and Promoter Group have requested the Company for:

- (i) declassification of the various persons (as mentioned in the table above) as the Promoter and Promoter Group; and
- (ii) reclassification of its shareholding of the various persons (as mentioned in the table above) as Public Shareholding.

In view of the explanations given by the Applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on May 28, 2019 have approved all the applications for reclassification received by the Company as above from Promoter and Promoter Group

category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

Further, in accordance with Regulation 31A of the Listing Regulations, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification.

None of the Directors, Key Managerial Person, or their relatives is concerned or interested in this resolution except to the extent and manner set out in the resolution.

The Board recommend the passing of the resolution set out at item no. 4 of the Notice for the approval by the Shareholders of the Company.

Item No. 5:

Mrs. Mahalakshmi Ramadorai was appointed as a Non-Executive Independent Director of the Company by the members at the 21st AGM of the Company held on September 27, 2014 for a period of five consecutive years upto conclusion of 26th AGM.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Ramadorai, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from the conclusion of this AGM.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mrs. Ramadorai fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as a Non-Executive Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Ramadorai as a Non-Executive Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Ramadorai as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mrs. Ramadorai as an Independent Director for another term of five consecutive years with effect from conclusion of this AGM, for the approval by the shareholders of the Company.

Except Mrs. Ramadorai, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mrs. Ramadorai is not related to any Director of the Company.

Item No. 6:

Mr. Ullal Bhat was appointed as a Non-Executive Independent Director of the Company by the members at the 21st AGM of the Company held on September 27, 2014 for a period of five

consecutive years upto conclusion of 26th AGM.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bhat, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from the conclusion of this AGM.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Bhat fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as a Non-Executive Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Bhat as a Non-Executive Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bhat as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Bhat as an Independent Director for another term of five consecutive years with effect from conclusion of this AGM, for the approval by the shareholders of the Company.

Except Mr. Bhat, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Mr. Bhat is not related to any Director of the Company.

Item No. 7, 8, 9 & 10:

The present term of office of Mr. Vinod Vohra as Chairman of the Company, Mr. Sanjeev Vohra as Managing Director, Mr. Rajeev Vohra and Mr. Mukesh Dhruve as Executive Directors as approved by the shareholders at the Annual General Meeting of the Company held on August 12, 2015, effective from March 1, 2016 to February 28, 2019. Subject to the members' approval, the Board of Directors, at their meeting held on February 11, 2019, re-appointed the aforesaid Directors for a further period of 3 years from the expiry of his present term, on terms and conditions including remuneration determined by the Nomination and Remuneration Committee of the Board of Directors.

It is proposed to seek members' approval for the re-appointment and remuneration payable to the aforesaid Directors, in terms of the applicable provisions of the Act.

Mr. Vinod Vohra, Mr. Sanjeev Vohra, Mr. Rajeev Vohra and Mr. Mukesh Dhruve are the Directors of the Company and during the last more than 20 years have managed and steered the Company extremely successfully and have been responsible for the Companies achievement of consistently good financial results year after year and has successfully demonstrated their abilities and excellence in the growth path of the Company and has substantially contributed to the consistent performance of the Company.

A brief resume of the Directors along with the nature of their expertise in specific functional areas and name of Companies in which they holds directorship and membership/chairmanship of the Board Committees, as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meeting, is provided hereinafter.

Broad particulars of the terms and condition of re-appointment and remuneration payable to Mr. Vinod Vohra, Mr. Sanjeev Vohra, Mr. Rajeev Vohra and Mr. Mukesh Dhruve are as under:

(i) Remuneration:

- a) Salary: Not exceeding ₹ 14,00,000 per month
- b) Commission: At such a rate as may be determined by the Board pursuant to the provisions of the Companies Act, 2013, and not exceeding 5% of the net profits of the Company for each financial year of the Company.

c) **Perquisites:**

1. Housing:

- i. Furnished residential accommodation or HRA at the rate as may be determined by the Board.
- ii. Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
- iii. The Company shall provide equipments and appliances, furniture and fixture and furnishing at the residence at the entire cost of the Company.

2. Medical Reimbursement:

Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical expenses for self and family subject to a ceiling of three month's last drawn salary per year.

3. Leave Travel Concession:

Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad in accordance with the rules of the Company.

4. Club Fees:

Subscription of or reimbursement of membership fees of two clubs in India or abroad including admission and life membership fees.

5. Medical Insurance and Personal Accident Insurance:

Medical Insurance and Personal Accident Insurance Policy for an amount, the annual premium of which shall not exceed ₹ 50,000 per annum.

6. Life/Term Insurance:

The Company shall pay personal life/term insurance premium subject to a limit as may be decided by the Board from time to time.

7. The Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund.

8. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

9. Encashment of leave for every year of completed service at the end of the tenure.

10. Other Perquisites:

Subject to the overall ceiling on remuneration mentioned herein below, he shall be entitled to any other allowances, benefits and perquisites as the Board of Directors may on the recommendation of the Nomination and Remuneration Committee thereof from time to time decide.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

For the purposes of Perquisites stated above, "Family" means the spouse, dependent children and dependent parents of the Whole-time Director.

d) **Amenities:**

Car and Telephone: The Company shall provide car for use on Company's business and telephone, internet broadband at the residence, personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

The Directors are also entitled to reimbursement of all actual expenses, including entertainment and travelling incurred in the course of the Company's business.

(II) Overall Remuneration:

The aggregate of salary, commission and perquisites in any financial year shall not exceed the overall ceiling laid down in Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act as may for the time being in force.

(III) Minimum Remuneration:

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any of the financial years during the tenure of the Directors of the Company, they shall be entitled to receive and be paid the substantive remuneration mentioned in 1 above, but excluding Commission, as minimum remuneration and such remuneration shall be governed by the limits prescribed under Section II of Part II of Schedule V (as amended) of the Companies Act, 2013 as may for the time being in force, and as may be decided by the Board of Directors and subject to such sanctions and approvals as may be necessary.

RESOLVED FURTHER THAT the Board ("the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors may in its discretion pay to the Directors any remuneration lower than the maximum remuneration herein before stipulated and revise the same from time to time, within the maximum limits stipulated by this resolution.

RESOLVED FURTHER THAT employment agreement with the Directors be and is hereby authorized to be signed by any two directors, for and on behalf of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary be and is hereby authorized severally to file all forms with the Registrar of Companies and other statutory authorities as are necessary and appropriate to give effect to this resolution."

Save and except the above said Directors, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

The Board recommends the Resolution set out at Item No. 7, 8, 9 & 10 of the Notice for the approval by the members of the Company.

By Order of the Board of Directors

For Repro India Limited

Sd/-

Kajal Damania

Company Secretary
& Compliance Officer

Place: Mumbai
Date: May 28, 2019

Registered Office:

11th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013
CIN: L22200MH1993PLC071431
Email: investor@reproindia.com
Website: www.reproindia.com
Tel: +91-022-71914000; Fax: +91-022-71914001

REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company on or before Saturday, August 24, 2019, so that the answers/details can be kept ready at the AGM.

ANNEXURE TO ITEMS 2,3,5,6,7,8,9 & 10 OF THE NOTICE

Details of Directors retire by rotation/ seeking re-appointment/ appointment at the forthcoming Annual General Meeting

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

1. Dr. Pramod Khera

Name of the Director	Dr. Pramod Khera
Director Identification Number (DIN)	00235308
Date of Birth (Age)	February 22, 1960 (59)
Nationality	Indian
Date of first appointment on the Board	May 18, 2009
Qualifications	B.Tech from IIT Delhi; PGDIM from IIM Bangalore and Ph.D. in "Knowledge Management" from Pune University.
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 2 of the Notice convening Annual General Meeting on August 31, 2019, Dr. Pramod Khera is proposed to be re-appointed as a Whole-time Director, liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 51,60,000/-
Expertise in specific functional areas	Prior to joining Repro in May 2009, Dr. Pramod Khera was heading Aptech Ltd. as its CEO and Managing Director since 2001. He was responsible for the global operations of the Company, which included the education brands of Aptech Computer Education, Arena Animation, Avalon Academy and N-Power. Aptech has over 1000 training centres in 35 countries. Dr. Khera's responsibilities also included overseeing the China JV, On-line Learning, On-line Testing and Corporate Training businesses of Aptech. Dr. Khera has been a part of the growth of the Company since inception and has contributed significantly in building Aptech into a Global Learning Organisation. Dr. Khera has authored a book titled, "Franchising - The Route Map to Rapid Business Excellence", published by Tata McGraw Hill. He was also the National Vice-President of The Franchising Association of India. He had participated in various forums on IT, Education, Franchising and Strategy in India and abroad. Dr. Khera was also instrumental in pioneering Tele-Shopping in India when he set up Tele-Shopping Network (a UTV venture) as its CEO during 1994-96. With a total work experience of nearly 30 years, Dr. Khera has also worked with NIIT and Calico Mills.
No. of shares held in the Company	NIL
Directorships held in other Listed Companies	NIL
Memberships of Committees in other listed Companies	NIL
Relationships between the Directors inter-se	NIL
Number of Board Meeting Attended (F.Y 2018-19)	4

2. Mr. Dushyant Mehta

Name of the Director	Mr. Dushyant Mehta
Director Identification Number (DIN)	00126977
Date of Birth (Age)	October 02, 1955 (64)
Nationality	Indian
Date of first appointment on the Board	December 28, 1993
Qualifications	MBA in Marketing
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on August 31, 2019, read with explanatory statement thereto, Mr. Dushyant Mehta is proposed to be appointed as a Non-Executive Independent Director of the Company.
Remuneration last drawn (including sitting fees, if any)	₹ 95,000/-
Expertise in specific functional areas	Mr. Dushyant Mehta has over 25 years of experience in marketing, advertising and sales with a focus on brand building, strategy and account planning. Having majored in marketing during his MBA, Mr. Dushyant has launched and built several FMCG and media brands at a national level. In his previous assignments, he headed Contract Advertising and Lintas in Mumbai; he also led the strategic and account planning team at Clarion Advertising. Later he turned entrepreneur, playing a key role in building Repro India, one of India's largest printing & publishing Company and in taking it public. He has helped build the multi-million dollar brand Cello. He has also conceptualized and launched national programmes like the Bournvita Quiz Contest, Say Cello not Hello! amongst others. As a long time member of the advertising fraternity, Mr. Mehta has served on the jury for the prestigious ABBY Awards and also taken sessions on Management at various institutions. He also founded and is the Chairman of Quadrum Solutions, a uniquely positioned content Company with global clients.
No. of shares held in the Company	25,800
Directorships held in other Listed Companies	Speciality Restaurants Limited
Memberships of Committees in other listed Companies	Speciality Restaurants Limited: Audit Committee - Member Nomination & Remuneration Committee - Chairman Corporate Social Responsibility Committee - Member Risk Management Committee - Member
Relationships between the Directors inter-se	NIL
Number of Board Meeting Attended (F.Y 2018-19)	4

3. Mrs. Mahalakshmi Ramadorai

Name of the Director	Mrs. Mahalakshmi Ramadorai
Director Identification Number (DIN)	06942430
Date of Birth (Age)	December 3, 1952 (67)
Nationality	Indian
Date of first appointment on the Board	August 12, 2014
Qualifications	Post-Graduate Diploma in Counseling Psychology; Master's Degree in Education; Bachelor of Arts in History; Master of Arts in Hindustani Classical Music.
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 5 of the Notice convening Annual General Meeting on August 31, 2019, read with explanatory statement thereto, Mrs. Mahalakshmi Ramadorai is proposed to be re-appointed as a Non-Executive Independent Director of the Company.
Remuneration last drawn (including sitting fees, if any)	₹ 75,000/-
Expertise in specific functional areas	Mrs. Malakshmi Ramadorai has been in the field of teaching and training. She has nearly 10 years of experience as a teacher and administrator in Campion school and Bombay International school – Bombay and 6 years as Head Training at Schoolnet India. She is the Chairperson for The Citi Academy for Special Education-offering Educational Therapy to Children with Learning Disabilities – a part of the Children's Orthopedic Hospital (SRCC Trust), Haji Ali, Mumbai ; She is the Trustee on the Board of – Bai Kabi bai and Hansraj Morarji Public Schools – Mumbai; She is the Trustee on the Board of 'Reach to Teach' a UK based NGO; She is Chairing the Advisory Committee of the Bala Janaagraha, Bangalore; She is part of the Advisory Committee on Indian Music at the National Center for the performing Arts, Mumbai.
No. of shares held in the Company	NIL
Directorships held in other Listed Companies	NIL
Memberships of Committees in other listed Companies	NIL
Relationships between the Directors inter-se	NIL
Number of Board Meeting Attended (F.Y 2018-19)	3

4. Mr. Ullal Bhat

Name of the Director	Mr. Ullal Bhat
Director Identification Number (DIN)	00008425
Date of Birth (Age)	October 14, 1951 (68)
Nationality	Indian
Date of first appointment on the Board	May 02, 2000
Qualifications	M.Sc. from IIT, Kanpur and attended advanced courses on Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London.

Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 6 of the Notice convening Annual General Meeting on August 31, 2019, read with explanatory statement thereto, Mr. Ullal Bhat is proposed to be re-appointed as a Non-Executive Independent Director of the Company.
Remuneration last drawn (including sitting fees, if any)	₹ 1,20,000/-
Expertise in specific functional areas	Mr. Ullal Bhat, is one of India's well known investment advisors having been the Chief Investment Officer of Jardine Fleming in India for 7 years advising the Indian investments of the Flemings group and subsequently of JP Morgan, of over US \$ 1 billion. He has been writing a well-regarded monthly editorial column for the last 7 years in the Economic Times.
No. of shares held in the Company	10,000
Directorships held in other Listed Companies	Karnataka Bank Limited Speciality Restaurants Limited
Memberships of Committees in other listed Companies	Karnataka Bank Limited: Audit Committee - Member Nomination & Remuneration Committee - Member Risk Management Committee - Member
Relationships between the Directors inter-se	NIL
Number of Board Meeting Attended (F.Y 2018-19)	4

5. Mr. Vinod Vohra

Name of the Director	Mr. Vinod Vohra
Director Identification Number (DIN)	00112245
Date of Birth (Age)	February 15, 1952 (67)
Nationality	Indian
Date of first appointment on the Board	April 1, 1993
Qualifications	Science Graduate
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 7 of the Notice convening Annual General Meeting on August 31, 2019, read with explanatory statement thereto, Mr. Vinod Vohra is proposed to be re-appointed as a Whole-time Director (Chairman) of the Company.
Remuneration last drawn (including sitting fees, if any)	NIL
Expertise in specific functional areas	Mr. Vinod Vohra, is a Science Graduate. Having begun his career in marketing, his interests led him to setting up technology led projects. Being keenly interested in technology, he was among the few people to recognise the potential of the Apple Macintosh computer and use it for Graphic Desktop Publishing and Multimedia applications. His vision was instrumental in our Company's transition to the area of Fulfilment services. He was responsible for the planning and setting up our Company's Print and Fulfilment facility, and currently keeps in tune with the technology required to enhance the business infrastructure as well as to plan the infrastructure for our Company's foray into newer business lines.
No. of shares held in the Company	NIL

Directorships held in other Listed Companies	NIL
Memberships of Committees in other listed Companies	NIL
Relationships between the Directors inter-se	Mr. Sanjeev Vohra and Mr. Rajeev Vohra are brothers of Mr. Vinod Vohra
Number of Board Meeting Attended (F.Y 2018-19)	4

6. Mr. Sanjeev Vohra

Name of the Director	Mr. Sanjeev Vohra
Director Identification Number (DIN)	00112352
Date of Birth (Age)	February 25, 1957 (62)
Nationality	Indian
Date of first appointment on the Board	April 1, 1993
Qualifications	Graduated in Economics and Finance
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 8 of the Notice convening Annual General Meeting on August 31, 2019, read with explanatory statement thereto, Mr. Sanjeev Vohra is proposed to be re-appointed as a Whole-time Director (Managing Director) of the Company.
Remuneration last drawn (including sitting fees, if any)	60,48,600/-
Expertise in specific functional areas	Mr. Sanjeev Vohra, having graduated in Economics and Finance, is the main financial mind behind the Company. He has been significantly responsible for the investment strategy of Repro that has driven the Company into the field of value added print solutions and now the e-initiatives. Through his direction, guidance and efficient resource management, he has taken the Company into high growth business areas, which have resulted in niche and specialized segments of growth.
No. of shares held in the Company	3,050
Directorships held in other Listed Companies	NIL
Memberships of Committees in other listed Companies	NIL
Relationships between the Directors inter-se	Mr. Vinod Vohra and Mr. Rajeev Vohra are brothers of Mr. Sanjeev Vohra
Number of Board Meeting Attended (F.Y 2018-19)	4

7. Mr. Rajeev Vohra

Name of the Director	Mr. Rajeev Vohra
Director Identification Number (DIN)	00112001
Date of Birth (Age)	October 8, 1960 (59)
Nationality	Indian
Date of first appointment on the Board	April 1, 1993
Qualifications	B.Com
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 9 of the Notice convening Annual General Meeting on August 31, 2019, Mr. Rajeev Vohra is proposed to be re-appointed as a Whole-time Director of the Company.

Remuneration last drawn (including sitting fees, if any)	₹ 60,48,600/-
Expertise in specific functional areas	Mr. Rajeev Vohra, is a commerce graduate. He has over the past years, acquired considerable experience in manufacturing, both on the technical and management front. Based on this experience he has introduced efficient technology processes to Repro. His skills were acknowledged when he was nominated for the India Young Business Achiever Award instituted by Sistas Worldcom Inc. and the Indian Express Group in 1997. He currently directs the Digital Printing Business of the Company.
No. of shares held in the Company	NIL
Directorships held in other Listed Companies	NIL
Memberships of Committees in other listed Companies	NIL
Relationships between the Directors inter-se	Mr. Vinod Vohra and Mr. Sanjeev Vohra are brothers of Mr. Rajeev Vohra
Number of Board Meeting Attended (F.Y 2018-19)	4

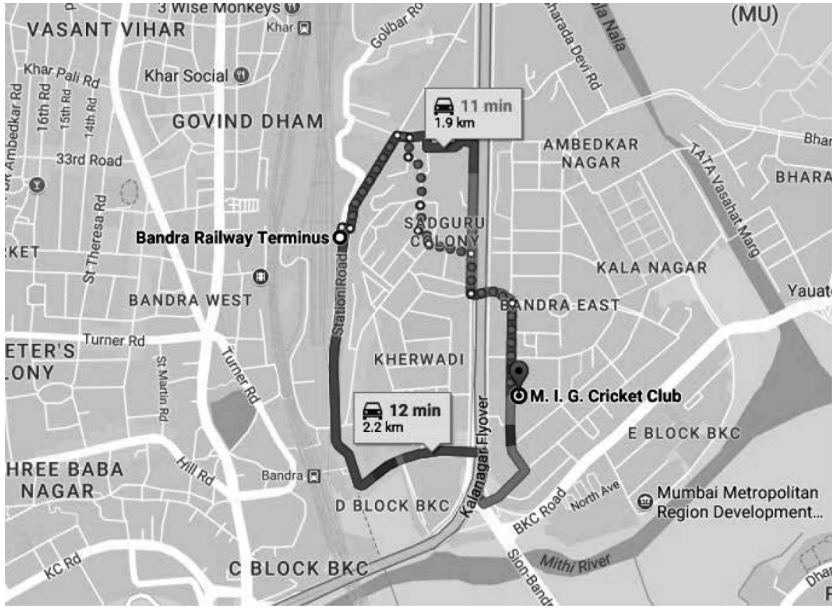
8. Mr. Mukesh Dhruve

Name of the Director	Mr. Mukesh Dhruve
Director Identification Number (DIN)	00081424
Date of Birth (Age)	April 28, 1960 (59)
Nationality	Indian
Date of first appointment on the Board	December 28, 1993
Qualifications	B.Com, FCA
Terms and Conditions of Appointment/ Re-appointment	As per the resolution at item no. 10 of the Notice convening Annual General Meeting on August 31, 2019, read with explanatory statement thereto, Mr. Mukesh Dhruve is proposed to be re-appointed as a Whole-time Director of the Company.
Remuneration last drawn (including sitting fees, if any)	51,12,600/-
Expertise in specific functional areas	Mr. Mukesh Dhruve has been with Repro since its inception and has played a critical role in our exports into Africa and the expansion therein. In addition to being responsible for building relationships with financial institutions and banks, he also directs Repro's finance, legal, statutory operations as well as the investor relations activities. He is a fellow member of the Institute of Chartered Accountants of India.
No. of shares held in the Company	2,00,500
Directorships held in other Listed Companies	NIL
Memberships of Committees in other listed Companies	NIL
Relationships between the Directors inter-se	NIL
Number of Board Meeting Attended (F.Y 2018-19)	4

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Venue:

M.I.G. Cricket Club,
Galaxy Hall, 2nd Floor,
M.I.G. Colony,
Bandra East,
Mumbai - 400 051



Landmark: Maratha Darbar Restaurant Distance from Bandra Station: 1.9 Kms

REPRO INDIA LIMITED

Reg. Office : 11th Floor, Sun Paradise Business Plaza, 'B' Wing, Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013, India. Phone: 022-71914000 Fax: 022-1914001
CIN : L22200MH1993PLC0711431

Email: investor@reproindiaLtd.com Website: www.reproindiaLtd.com

TWENTY SIXTH ANNUAL GENERAL MEETING ON AUGUST 31, 2019

PROXY FORM

Name of the member(s) :
Registered Address :
Email ID :
Folio No./DP ID/Client ID :

I /We, being the member(s) of **REPRO INDIA LIMITED**, holdingShares of the Company, hereby appoint:

- Name Address
Email Id:.....Signatureor failing him/her
- NameAddress
Email Id:.....Signatureor failing him/her
- NameAddress
Email Id:.....Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Sixth Annual General Meeting of the Company to be held at M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East), Mumbai - 400 051 on Saturday, August 31, 2019 at 11.30 a.m. and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	For	Against
Ordinary Business			
1	To receive, consider, approve and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2	Re-appointment of a Director in place of Mr. Pramod Khera (DIN: 00235308), who retires by rotation and being eligible, seeks re-appointment.		
Special Business			
3	Change in designation of Mr. Dushyant Mehta (DIN: 00126977), from Non-Executive Non-Independent Director to Non-Executive Independent Director of the Company.		
4	Reclassification of the Status of Promoters Shareholding into Public Shareholding.		
5	Re-appointment of Mrs. Mahalakshmi Ramadorai (DIN: 06942430), as an Non-Executive Independent Director of the Company.		
6	Re-appointment of Mr. Ullal Bhat (DIN: 00008425), as an Non-Executive Independent Director of the Company.		
7	Re-appointment of Mr. Vinod Vohra (DIN: 00112245), as a Whole-time Director (Chairman) of the Company.		
8	Re-appointment of Mr. Sanjeev Vohra (DIN: 00112352), as a Whole-time Director (Managing Director) of the Company.		
9	Re-appointment of Mr. Rajeev Vohra (DIN: 00112001), as a Whole-time Director of the Company.		
10	Re-appointment of Mr. Mukesh Dhruve (DIN: 00081424), as a Whole-time Director of the Company.		

Signed this day of 2019

Signature of the Member.....

Signature of the Proxy holder (s)

Affix 1
Rupee
Revenue
Stamp



Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person shall not act as a proxy for any other person or shareholder.
- **4. This is only optional. please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. If a Proxy is appointed for more than fifty Members, he shall choose any fifty Members and confirm the same to the Company before the commencement of specified period for inspection. In case, the Proxy fails to do so, the Company shall consider only the first fifty Proxies received as valid.
8. The instrument of Proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
9. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
10. Undated proxy form will not be considered valid.
11. If a Company receives multiple Proxies for the same holdings of a Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid

REPRO INDIA LIMITED

CIN : L22200MH1993PLC071431

Reg.Office : 11th Floor, Sun Paradise Business Plaza, 'B' Wing, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, India. Phone: 022-71914000 Fax: 022-71914001

Email: investor@reproindia ltd.com Website: www.reproindia ltd.com

TWENTY SIXTH ANNUAL GENERAL MEETING ON AUGUST 31, 2019

BALLOT FORM

- 1) Name and Registered Address : of the Sole/First named Shareholder
- 2) Name(s) of the Joint Holder(s) : (If any)
- 3) Registered Folio No./ :
DP ID No. and Client ID No.
- 4) Number of Share(s) held :
- 5) I/We hereby exercise my / our vote(s) in respect of the resolutions set out in the Notice of the Twenty Sixth Annual General Meeting (AGM) of the Company to be held on Saturday, August 31, 2019 by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Item No.	Resolution	Type of Resolution	No. of Shares	(For)	(Against)
				I/We assent to the resolution	I/We dissent to the resolution
1	To receive, consider, approve and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution			
2	Re-appointment of a Director in place of Dr. Pramod Khera (DIN: 00235308), who retires by rotation and being eligible, seeks re-appointment.	Ordinary Resolution			
3	Change in designation of Mr. Dushyant Mehta (DIN: 00126977), from Non-Executive Non-Independent Director to Non-Executive Independent Director of the Company.	Ordinary Resolution			
4	Reclassification of the Status of Promoters Shareholding into Public Shareholding.	Ordinary Resolution			
5	Re-appointment of Mrs. Mahalakshmi Ramadorai (DIN: 06942430), as an Non-Executive Independent Director of the Company.	Special Resolution			
6	Re-appointment of Mr. Ullal Bhat (DIN: 00008425), as an Non-Executive Independent Director of the Company.	Special Resolution			
7	Re-appointment of Mr. Vinod Vohra (DIN: 00112245), as a Whole-time Director (Chairman) of the Company.	Special Resolution			
8	Re-appointment of Mr. Sanjeev Vohra (DIN: 00112352), as a Whole-time Director (Managing Director) of the Company.	Special Resolution			

Item No.	Resolution	Type of Resolution	No. of Shares	(For)	(Against)
				I/We assent to the resolution	I/We dissent to the resolution
9	Re-appointment of Mr. Rajeev Vohra (DIN: 00112001), as a Whole-time Director of the Company.	Special Resolution			
10	Re-appointment of Mr. Mukesh Dhruve (DIN: 00081424), as a Whole-time Director of the Company.	Special Resolution			

Place :

Date :

Signature

Note: Please read the instructions carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the notice of the AGM.
4. The scrutinizer will collate the votes downloaded from the e-voting system and votes cast through ballot to declare the final result for each of the resolutions forming a part of the notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the scrutinizer Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS: 5683) at the Registered Office of the Company on or before August 30, 2019 at 5.00 p.m. alternatively, the Ballot can also be deposited in the box to be made available at the venue during the AGM.
2. The Ballot Form should be signed by the member as per the specimen signature registered with the Company/ Depositories. In case of Joint holding, the Form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration no. of POA registered with the Company or enclosing an attested copy of POA.
3. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on August 24, 2019 and as per the Register of Members of the Company.
6. A Member may request for a duplicate Ballot Form, if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutinizer to identify either the member or as to whether or as to whether votes are in favour or against or if signature cannot be verified.
8. The decision of the scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
9. The results declared along with the Scrutinizer's report, shall be placed on the Company's website: www.reproindialtd.com within 2 (two) days of the passing of the resolutions at the AGM of the Company on August 31, 2019 and communicated to BSE Limited and The National Stock Exchange of India Limited, where the shares of the Company are listed.