

July 8, 2022

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 convening the 29th Annual General Meeting ("AGM") of the Company for the Financial Year 2021-22

Pursuant to Regulation 30 and Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice convening the 29th Annual General Meeting ("AGM") of the Company for the Financial Year 2021-22 scheduled to be held on Saturday, July 30, 2022, at 12:00 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 viz. General Circular No. 2/2022 dated May 5, 2022 and by Securities and Exchange Board of India viz. Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022.

In compliance with the aforesaid circulars, the Annual Report along with the Notice of the AGM has been sent only by electronic mode to those Members of the Company whose email addresses are registered with the Company/Registrar and Transfer Agent/Depository Participants.

The Notice of AGM along with the Annual Report for the Financial Year 2021-22 is also available on the website of the Company at www.reproindia.com

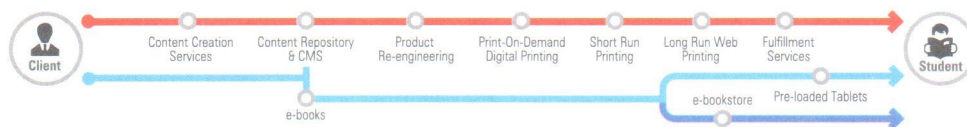
This is for your information and records.

Thanking you,

Yours faithfully,
For **Repro India Limited**,


Almina Shaikh
Company Secretary & Compliance Officer

Encl: As Above



Corporate & Registered Office
Repro India Limited
11 th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013, India
Tel: + 91-22-71914000
Fax: + 91-22-71914001
CIN: L22200MH1993PLC071431

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

Surat
Plot No. 90 to 93, 165 Surat Special Eco-
nomic Zone, Road No. 11, GIDC, Sachin,
Surat - 394 230
Tel: + 0261-3107396/97, 2398895/97
Fax: + 0261-2398030

Bhiwandi
Renaissance Industrial smart city
Block WA-V-1,2,3, Kalyan Padgha State
Highway 222, Village Vashere,
Post Amne, Thane 421302.
Maharashtra, India

Haryana
Khasra no 13/19,22,17/2,9/1/1,
Village Malpura,
Tehsil Dharuhera, District Rewari,
Pin code -123110,
Haryana, India

NOTICE

NOTICE is hereby given that the Twenty Ninth (29th) Annual General Meeting (AGM) of the Members of Repro India Limited ("the Company") will be held on **Saturday, July 30, 2022** at 12:00 p.m. (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors' and the Auditor's thereon.
2. To appoint a Director in place of Mr. Mukesh Dhruve (DIN: 00081424), who retires from office by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve increase in the remuneration payable to Mr. Kunal Vohra, being related party holding office or place of profit in the Company and in this connection, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) read with Companies (Meetings of Board and its Powers) Rules 2014 and all other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded to the Board of Directors to approve and increase the remuneration of Mr. Kunal Vohra (Head – International Sales and Exports), Related party, to hold an office or place of profit in the Company from ₹ 2.5 Lakhs per month to ₹ 5 Lakhs per month, effective July 01, 2022.

RESOLVED FURTHER THAT Mr. Kunal Vohra shall also be eligible for any other perquisites and benefits as are granted to other employees of the Company, in accordance with the Company's practice, rules and regulations from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper, or expedient to give effect to the aforesaid resolution".

4. To approve increase in the remuneration payable to Mr. Abhinav Vohra being related party holding office or place of profit in the Company and in this connection, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) read with Companies (Meetings of Board and its Powers) Rules 2014 and all other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to the Board of Directors to approve and increase the remuneration of Mr. Abhinav Vohra (Chief Financial Officer and Key Managerial Personnel), Related party, to hold an office

or place of profit in the Company from ₹ 2.5 Lakhs per month to ₹ 4.2 Lakhs per month, effective July 01, 2022.

RESOLVED FURTHER THAT Mr. Abhinav Vohra shall also be eligible for any other perquisites and benefits as are granted to other employees of the Company, in accordance with the Company's practice, rules and regulations from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper, or expedient to give effect to the aforesaid resolution”.

5. To approve the re-appointment of Ms. Bhumika Batra (DIN: 03502004) as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to pass with or without modification(s) 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, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Bhumika Batra (DIN: 03502004), 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 an Independent Director of the Company to hold office for a second term of five consecutive years commencing from the date of the member's approval at 29th Annual General Meeting till the conclusion of 34th Annual General Meeting proposed to be held in the year 2027, not liable to retire by rotation.”

6. To approve the re-appointment of Mr. Vinod Vohra (DIN: 00112245) 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, 2022 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.”

7. To approve the re-appointment of Mr. Sanjeev Vohra (DIN: 00112352) 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, 2022 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 approve the re-appointment of Mr. Rajeev Vohra (DIN: 00112001) 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, 2022 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 approve the re-appointment of Mr. Mukesh Dhruve (DIN: 00081424) 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, 2022 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/-

Almina Shaikh

Company Secretary & Compliance Officer

Place: Mumbai
Date: May 25, 2022

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; Fax: +91-022-71914001

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), has vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), the Company is convening the 29th AGM through VC/ OAVM, without the physical presence of the Members at a common venue. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 9 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 5 to 9 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard 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.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held in accordance with the Circulars through VC / OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members 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.
4. Institutional Shareholders / Corporate Shareholders (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., 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.co.in and investor@reproindia ltd.com
5. The Register of Members and Share Transfer Books of the Company will remain closed from July 24, 2022 to July 30, 2022 (both days inclusive).
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, 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 in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent individual letters to all the Members for furnishing the required details.
7. 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 dematerialized 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.reproindia ltd.com and on the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited ("LIPL") at <https://www.linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

8. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or LIPL, for assistance in this regard.
9. 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.
10. As per the provisions of Section 72 of the Act, 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 SH-14 as the case may be. The said forms can be downloaded from the Company's website www.reproindia ltd.com. 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.
11. 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 will be entitled to vote during the AGM.
12. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before July 28, 2022 through email on investor@reproindia ltd.com. The same will be replied by the Company suitably.
13. 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. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. Accordingly, during the year 2021-22, the Company has transferred the unclaimed or unpaid final dividend for the financial year 2013-2014 to the IEPF.

In the year 2022-23, the Company will transfer the unclaimed or unpaid dividend for the financial year 2014-2015 to IEPF account. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. 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.reproindia ltd.com

14. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at investor@reproindia ltd.com.
15. Members who wish to inspect the relevant documents referred to in the Notice can send an email to investor@reproindia ltd.com upto the date of the AGM.
16. Notice convening the 29th AGM of the Company and the Annual Report along with the process of e-voting is being sent by electronic mode to those Members

whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.reproindia.td.com, 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 <https://www.evoting.nsdl.com>

17. Members attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
18. The Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the AGM and the members can also join after the commencement of the AGM till the expiry of 15 minutes after such scheduled time 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.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to atleast 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), Promoters, 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.
19. 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.
20. To support the 'Green Initiative', Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with their Depository Participants in case the shares are held by them in electronic form and with LIPL in case the shares are held by them in physical form.
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 from time to time and Regulation 44 of the SEBI Listing Regulations, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically 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 Wednesday, July 27, 2022, and ends at 5.00 p.m. on Friday, July 29, 2022. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, July 23, 2022, 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 July 27, 2022 to July 29, 2022 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 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
Individual Shareholders holding securities in demat mode with NSDL	<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.

Type of shareholders	Login Method
	<p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> Option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Please follow steps given in points 1-5 above. <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile phone. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 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. 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;"> <div style="margin-right: 20px;">  App Store </div> <div style="margin-right: 20px;">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, 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 of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of ESP i.e. NSDL portal. Click on NSDL to cast your vote. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) logging through their Depository Participants (DPs)	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. 2. 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. 3. 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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43

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*****

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 system? 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 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@reproindia ltd.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar 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.co.in 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 Shareholders:

- 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 <https://www.evoting.nsdl.com> to reset the password.

- In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800- 222-990 or send a request at evoting@nsdl.co.in.
- Members may send a request to evoting@nsdl.co.in 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), AADHAR (self-attested scanned copy of Aadhar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.
- Shareholders 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 21(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 rnt.helpdesk@linkintime.co.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (selfattested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar 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"> Name and Branch of the Bank, The Bank Account type, Bank Account Number allotted by their banks after implementation of Core Banking Solutions 9 digit MICR Code Number, and 11digit IFSC Code 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 July 23, 2022 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, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. 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 15 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.co.in / 1800-222-990 or contact Ms. Pallavi Mhatre, 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.
- Members who would like to express their views/have questions may send their views/ questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investor@reproindia ltd.com on or before July 27, 2022. The same will be replied by the company during the AGM.

By Order of the Board of Directors
For **Repro India Limited**

Place: Mumbai
Date: May 25, 2022

Sd/-
Almina Shaikh
Company Secretary & Compliance Officer

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 3

Pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, consent of the Company is, inter alia, required to be accorded by the Company, where a Director or relative of a director is appointed to an office or a place of profit under the Company or a subsidiary of the Company. The Board of Directors at its meeting held on May 25, 2022 based on the recommendation of the Nomination and Remuneration Committee and Audit Committee approved the increase in remuneration of Mr. Kunal Vohra, (Head – International Sales and Exports), being son of Mr. Rajeev Vohra (Whole-time Director). Mr. Kunal Vohra is a related party within the definition of Section 2(76) of the Companies Act 2013 (“Act”), as he is a relative of the Director(s) of the Company.

Brief Profile of Mr. Kunal Vohra:

Mr. Kunal Vohra holds a Bachelor's degree in Management Studies from Mumbai University. He joined the Company in the year 2014. Mr. Kunal Vohra is heading the International Business and Export Business for Repro India and Repro Books Limited (Subsidiary Company), managing Stakeholders and Key business contributing to 30% of the overall Revenue. He has been a part of the Investor Management Team for investor relation and Fund Raising initiatives. His persistent commitment towards building a strong foundation of adhesives business has enabled him to acquire a business leadership position at Repro. A millennial leader, Kunal recognizes the value people bring to the Company. He has been instrumental in building a high performing team of employees to whom he leads, grooms, motivates and empowers by giving them autonomy and providing a collaborative and flexible environment that drives business growth.

Presently, he is drawing remuneration from the Company within the limit prescribed under the Companies (Meetings of Board and its powers) Rules 2014 i.e. upto ₹ 2.50 Lakhs per month. However, considering the increasing scale of business of the Company the Board of Directors (on the recommendation of the Nomination and Remuneration Committee and Audit Committee) thought fit to seek approval of shareholders to pay him remuneration beyond the limit prescribed under the said rules.

Further, fourth proviso to Section 188(1) of the Act prescribes that nothing in this subsection shall apply to any transactions entered into by the company in its ordinary course of business other than the transactions which are not on an arm's length basis. Although, the above transaction is at arms' length basis and in ordinary course of business for the Company, approval of shareholders is sought by way of an Ordinary resolution as a good governance practice.

Brief profile of Related Party and disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its powers) Rules 2014 are as under:

- I. Name of the related party: Mr. Kunal Vohra
- II. Name of the Director or key managerial personnel who is related, if any: Mr. Rajeev Vohra, Mr. Vinod Vohra and Mr. Sanjeev Vohra
- III. Nature of relationship: Mr. Kunal Vohra is the Son of Mr. Rajeev Vohra. In addition, Mr. Kunal Vohra is related to Mr. Vinod Vohra and Mr. Sanjeev Vohra
- IV. Nature, material terms, monetary value and particulars of the contract or arrangement: Appointment of Mr. Kunal Vohra as Head – International Sales and Exports on a remuneration payable upto maximum limit of ₹ 5 Lakhs (₹ Five Lakhs Only) per month effective July 1, 2022 as may be approved by the Board.
- V. Brief Profile and any other information relevant or important for the members to take a decision on the proposed resolution: Covered above.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Rajeev Vohra, Mr. Sanjeev Vohra and Mr. Vinod Vohra, are concerned or interested in the proposed Resolution as set out in the Item No. 3 of the accompanying notice.

The Board of Directors recommends the passing of the resolution at Item No. 3 of the Notice convening the Meeting for the approval of the Members under Section 188 of the Companies Act, 2013 by way of an Ordinary Resolution.

Item No. 4

Pursuant to the provision of Section 188(1)(f) of the Companies Act, 2013, consent of the Company is, inter alia, required to be accorded by the Company, where a Director or relative of a director is appointed to an office or a place of profit under the Company or a subsidiary of the Company. The Board of Directors at its meeting held on May 25, 2022 based on the recommendation of the Nomination and Remuneration Committee and Audit Committee approved the increase in remuneration of Mr. Abhinav Vohra, (Chief Financial Officer and Key Managerial Personnel), being son of Mr. Vinod Vohra (Chairman). Mr. Abhinav Vohra is a related party within the definition of Section 2(76) of the Companies Act, 2013 ("Act"), as he is a relative of the Director(s) of the Company.

Brief Profile of Mr. Abhinav Vohra:

Mr. Abhinav holds a bachelor's degree in Finance from Bentley University in Boston and is a Certified Financial Analyst (CFA-Level II). He has a 3.9 GPA and has been named to the President's List for his efforts. Mr. Abhinav Vohra joined the Company as a Manufacturing Head - Surat Plant in 2019 and has been crucial in shaping the organisation, implementing financial controls, and lowering operational costs. He's been able to strategically coordinate the plant's activities in order to boost production with a reduced operating cost.

Abhinav Vora has more than 16 years of expertise in institutional sales, equity research, and as the founder and CEO of Vocon – A consumer Goods Ancillary Company ITC's contract manufacturing unit. He began his career in Investment Banking before founding which provides contract manufacturing services to ITC for its "Bingo" brand, currently accounting for 10% of total nation-wide production. Abhinav has worked for financial institutions such as Enam Securities and Anand Rathi in the past.

Presently, he is drawing remuneration from the Company within the limit prescribed under the Companies (Meetings of Board and its powers) Rules 2014 i.e. upto ₹ 2.50 Lakhs per month. However, considering the increasing scale of business of the Company the Board of Directors (on the recommendation of the Nomination and Remuneration Committee and Audit Committee) thought fit to seek approval of shareholders to pay him remuneration beyond the limit prescribed under the said rules.

Further, fourth proviso to Section 188(1) of the Act prescribes that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than the transactions which are not on an arm's length basis. Although, the above transaction is at arms' length basis and in ordinary course of business for the Company, approval of shareholders is sought by way of Ordinary resolution as a good governance practice.

Brief profile of Related Party and disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its powers) Rules 2014 are as under:

- I. Name of the related party: Mr. Abhinav Vohra
- II. Name of the Director or key managerial personnel who is related, if any: Mr. Vinod Vohra. In addition, Mr. Abhinav Vohra is related to Mr. Rajeev Vohra and Mr. Sanjeev Vohra
- III. Nature of relationship: Mr. Abhinav Vohra is the Son of Mr. Vinod Vohra

- IV. Nature, material terms, monetary value and particulars of the contract or arrangement: Appointment of Mr. Abhinav Vohra as a Chief Financial Officer on a remuneration payable upto maximum limit of ₹ 4.2 Lakhs (₹ Four Lakhs and Twenty Thousand Only) per month effective July 1, 2022 as may be approved by the Board.
- V. Brief Profile and any other information relevant or important for the members to take a decision on the proposed resolution: Covered above

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Vinod Vohra, Mr. Sanjeev Vohra and Mr. Rajeev Vohra, are concerned or interested in the proposed Resolution as set out in the Item No. 4 of the accompanying notice.

The Board of Directors recommends the passing of the resolution at Item No. 4 of the Notice convening the Meeting for the approval of the Members under Section 188 of the Companies Act, 2013 by way of an Ordinary Resolution.

Item No. 5:

The members at the 24th AGM of the Company held on August 30, 2017 appointed Ms. Bhumika Batra as an Independent Director to hold the office for a term of five consecutive years upto the conclusion of 29th AGM.

In terms of the provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company recommended to the Board of the Directors, the appointment/re-appointment of a Director.

In terms of provisions of Section 149(10) of the Act, an Independent Director shall hold the 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 Shareholders of the Company and disclosure of such appointment in the Board's Report.

Based on the recommendation of the 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, Ms. Bhumika Batra, 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 the Director of the Company, if so appointed by the members. Further, the Company and the Independent Director have acted in accordance with the provisions specified in Schedule IV.

After taking into account the performance evaluation, during her first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Ms. Bhumika Batra during her tenure as an Independent Director since her appointment, the Nomination and Remuneration Committee at its meeting held on May 25, 2022 has considered, approved and recommended the re-appointment of Ms. Bhumika Batra as an Independent Director for a second term of five years from the conclusion of this AGM, to the Board of Directors for their approval.

The Board of Directors at its meeting held on May 25, 2022 has approved the proposal for re-appointment of Ms. Bhumika Batra as an Independent Director of the Company for a second term of five consecutive years from the conclusion of this 29th AGM. In the opinion of the

Board, Ms, Bhumika Batra 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 an Independent Non-Executive Director of the Company and is independent of the management.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Ms. Bhumika Batra, the members are requested to approve the re-appointment of Ms. Bhumika Batra as an Independent Director of the Company for a second term of five years from the conclusion of this 29th AGM.

Accordingly, the Board recommends the Resolution for approval of the members as a **Special Resolution** as set out in the item No. 5 of the Notice.

Except Ms. Bhumika Batra, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the said resolution. Ms. Bhumika Batra is not related to any Director of the Company.

Item Nos. 6, 7, 8 & 9

The present term of office of Mr. Vinod Vohra as a Chairman of the Company, Mr. Sanjeev Vohra as a 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 30, 2019, effective February 28, 2019. Subject to the members' approval, the Board of Directors, at their meeting held on February 11, 2022, re-appointed the aforesaid Directors for a further period of 3 years from the expiry of his present term, on such 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 23 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 the name of the Companies in which they hold 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 conditions 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.

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

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

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

7. **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."

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. GENERAL INFORMATION

1. Nature of industry:

The Company is engaged into printing of magazines and other periodicals, books and brochures, maps, atlases, posters, etc. additionally Company is also engaged in physical book distribution, print on demand, offset printing and digital services.

2. Date of commencement of commercial production: The Company is in operation since 1993.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial performance based on given indicators:

Standalone Financial Results:

(₹ in Lakhs)

Particulars	Financial Year	
	2021-22	2020-21
Revenue from operations	19,604	10,451
Profit before interest, depreciation and taxation	1,216	(407)
Financial Expenses (net of interest income)	1,068	1,330
Depreciation	2,564	2,666
Profit / Loss before tax	(2,416)	(4,402)
Tax Expenses	(26)	(214)
Profit / Loss after Tax	(2,390)	(4,188)
Transfer to General Reserve	376	-
Proposed Dividend	-	-
Tax on Dividend	-	-

Consolidated Financial Results:

(₹ in Lakhs)

Particulars	Financial Year	
	2021-22	2020-21
Revenue from operations	28,743	13,804
Profit before interest, depreciation and taxation	1,338	(530)
Financial Expenses (net of interest income)	1,071	1,338
Depreciation	2,676	2,785
Profit / Loss before tax	(2,408)	(4,653)
Tax Expenses	(89)	(316)
Profit / Loss after Tax	(2,319)	(4,338)
Transfer to General Reserve	376	-
Proposed Dividend	-	-
Tax on Dividend	-	-

Note: Previous year's figures have been regrouped/reclassified, wherever necessary to correspond with the current year classification/disclosure.

5. Foreign investments or collaboration, if any:

Not Applicable

II. INFORMATION ABOUT THE APPOINTEE

1. Background details:

The background details and profile of Mr. Vinod Vohra, Mr. Sanjeev Vohra, Mr. Rajeev Vohra and Mr. Mukesh Dhruve are stated in Annexure to the Notice of the AGM.

2. Past remuneration:

The remuneration paid to Managing Director and Whole-time Director(s) for the last financial year 2021-2022 is as follows:

(₹ in lakhs)

Name of the Directors	Remuneration paid for 2021-2022
Mr. Vinod Vohra	Nil
Mr. Sanjeev Vohra	30.44
Mr. Rajeev Vohra	10.00
Mr. Mukesh Dhruve	30.00

3. Recognition or Awards:

Not Applicable

4. Job Profile and his suitability:

Name of the Appointee	Profile Details
Mr. Vinod Vohra	<p>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 recognize 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 Fulfillment services. He was responsible for the planning and setting up our Company's.</p> <p>Print and Fulfillment 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.</p>
Mr. Sanjeev Vohra	<p>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.</p>
Mr. Rajeev Vohra	<p>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.</p>
Mr. Mukesh Dhruve	<p>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.</p>

5. Remuneration proposed: As stated in the Explanatory Statement at Item No.6,7,8 & 9 of this Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Considering the responsibility shouldered by the appointees of the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Name of the Appointee	Relationship with the Managerial Personnel
Mr. Vinod Vohra	Mr. Sanjeev Vohra and Mr. Rajeev Vohra are brothers of Mr. Vinod Vohra. Mr. Vinod Vohra belongs to the Promoter Group. Mr. Vinod Vohra holds 10,416 equity shares of the Company.
Mr. Sanjeev Vohra	Mr. Vinod Vohra and Mr. Rajeev Vohra are brothers of Mr. Sanjeev Vohra. Mr. Sanjeev Vohra belongs to the Promoter Group. Mr. Sanjeev Vohra holds 58,050 equity shares of the Company.
Mr. Rajeev Vohra	Mr. Vinod Vohra and Mr. Sanjeev Vohra are brothers of Mr. Rajeev Vohra. Mr. Rajeev Vohra belongs to the Promoter Group. Mr. Rajeev Vohra holds 12,500 equity shares of the Company.
Mr. Mukesh Dhruve	Mr. Mukesh Dhruve belongs to the Promoter Group. Mr. Mukesh Dhruve holds 205,708 equity shares of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequacy of profits:

On a consolidated basis, the Company made a loss of ₹ 2319 lakhs. The performance for the year under review was adversely affected due to Covid-19 pandemic and other external business challenges.

2. Steps taken or proposed to be taken for improvement:

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company is rationalising and taking prudent steps in terms of costs as well as operating expenses.

3. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. DISCLOSURES:

1. Remuneration package of the managerial person: Fully described in the explanatory statement as stated above.
2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2021-22:

The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2021-22 of the Company.

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. 6, 7, 8 & 9 of the Notice for the approval by the members of the Company.

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. Ms. Bhumika Batra

Name of the Director	Ms. Bhumika Batra
Director Identification Number (DIN)	03502004
Date of Birth (Age)	August 11, 1981 (40)
Nationality	Indian
Date of first appointment on the Board	November 11, 2016
Qualifications	Masters in Law, CS
Terms and Conditions of Appointment / Reappointment	As per the resolution at item no. 5 of the Notice convening AGM on Saturday, July 30, 2022 read with the explanatory statement thereto, Ms. Bhumika Batra is proposed to be appointed as a Non-Executive Independent Director of the Company.
Remuneration last drawn (including sitting fees, if any)	₹ 3,40,000/-
Expertise in specific functional areas	Ms. Bhumika Batra has over 19 years of experience in the field of Corporate Law. She has assisted in various Publications such as: <ul style="list-style-type: none"> - Company Law Ready Reckoner 2014 - Transfer and Transmission of - Shares – A treatise – 2005 - Asia Business Law Journal - 2007
No. of shares held in the Company	NIL
Directorships held in other Listed Companies	<ol style="list-style-type: none"> 1. Sharp India Limited; 2. Hinduja Global Solutions Limited; 3. Jyothy Labs Limited (Formerly known as Jyothy Laboratories Limited) 4. Finolex Industries Limited 5. Nxtdigital Limited (Formerly known as Hinduja Ventures Limited)
Memberships of Committees in other listed Companies	<p>Hinduja Global Solutions Limited Audit Committee – Member Stakeholders Relationship Committee – Member</p> <p>Jyothy Labs Limited Stakeholder Relationship Committee – Member</p> <p>NXTDIGITAL Limited Audit Committee – Member Stakeholder Relationship Committee – Chairperson</p> <p>Sharp India Limited Audit Committee – Chairperson Stakeholder Relation Committee – Chairperson</p> <p>Finolex Industries Limited Audit Committee – Member Stakeholders Relationship Committee – Member</p>

Name of the Director	Ms. Bhumika Batra
Relationships between the Directors inter-se	NIL
Number of Board Meeting Attended (F.Y 2021-22)	6
Justification for Appointment of Independent Director	<p>Ms. Bhumika Batra is an Associate Partner of M/s. Crawford Bayley & Co. She has over 19 years of experience in the field of Corporate Law. She is a Company Secretary and Member of Bar Council of Maharashtra and Goa. She received scholarship from London School of Economics for Masters in Law.</p> <p>She has assisted in various Publications such as: Company Law Ready Reckoner – 2014 Transfer and Transmission of Shares – A treatise – 2005 Asia Business Law Journal – 2007</p>

2. Mr. Vinod Vohra

Name of the Director	Mr. Vinod Vohra
Director Identification Number (DIN)	00112245
Date of Birth (Age)	February 15, 1952 (70)
Nationality	Indian
Date of first appointment on the Board	April 1, 1993
Qualifications	Science Graduate
Terms and Conditions of Appointment / Reappointment	As per the resolution at item no. 6 of the Notice convening Annual General Meeting on Saturday, July 30, 2022 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 recognize 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 Fulfillment services. He was responsible for the planning and setting up our Company's Print and Fulfillment 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	10,416
Directorships held in other Listed Companies	Nil
Memberships of Committees in other listed Companies	Nil

Name of the Director	Mr. Vinod Vohra
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 2021-22)	7

3. Mr. Sanjeev Vohra

Name of the Director	Mr. Sanjeev Vohra
Director Identification Number (DIN)	00112352
Date of Birth (Age)	February 15, 1952 (70)
Nationality	Indian
Date of first appointment on the Board	April 1, 1993
Qualifications	Graduated in Economics and Finance
Terms and Conditions of Appointment/Reappointment	As per the resolution at item no. 7 of the Notice convening Annual General Meeting on Saturday, July 30, 2022 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)	₹ 30,44,000/-
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	58,050
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 2021-22)	7

4. Mr. Rajeev Vohra

Name of the Director	Mr. Rajeev Vohra
Director Identification Number (DIN)	00112001
Date of Birth (Age)	October 8, 1960 (61)
Nationality	Indian
Date of first appointment on the Board	April 1, 1993

Name of the Director	Mr. Rajeev Vohra
Qualifications	B.Com
Terms and Conditions of Appointment/Reappointment	As per the resolution at item no. 8 of the Notice convening Annual General Meeting on Saturday, July 30, 2022 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)	₹ 10,00,000
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	12,500
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 2021-22)	7

5. Mr. Mukesh Dhruve

Name of the Director	Mr. Mukesh Dhruve
Director Identification Number (DIN)	00081424
Date of Birth (Age)	April 28, 1960 (62)
Nationality	Indian
Date of first appointment on the Board	December 28, 1993
Qualifications	B. Com, FCA
Terms and Conditions of Appointment/Reappointment	As per the resolution at item no. 9 of the Notice convening Annual General Meeting on Saturday, July 30, 2022 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)	₹ 30,00,060/-
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.

Name of the Director	Mr. Mukesh Dhruve
No. of shares held in the Company	2,05,708
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 (FY 2021-22)	7

