

August 10, 2023

To, BSE Limited 2<sup>nd</sup> Floor, P. J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 532687

National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Symbol: REPRO

Dear Sir/Madam,

# Sub:Intimation under Regulation 30 and Regulation 44 of the SEBI (Listing Obligations<br/>and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") -<br/>Summary of Proceedings and Voting Results of the 30th Annual General Meeting<br/>('AGM') of Repro India Limited ('the Company')

This is to inform you that the 30<sup>th</sup> AGM of the members of the Company was held on Wednesday, August 09, 2023 at 3.30 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in accordance with the General Circular issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") and as per the applicable provisions of Companies Act, 2013 and Rules made thereunder for transacting the business as stated in the Notice convening the AGM dated May 10, 2023.

In this regard, please find enclosed the following:

- 1. Summary of the proceedings of the AGM of the Company as required under Regulation 30 read with Part A of Schedule III of the Listing Regulations **Annexure A**
- 2. Combined voting results of remote e-voting prior to the AGM and e-voting conducted during the AGM, in relation to the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations **Annexure B**
- 3. Consolidated Scrutinizer's Report dated August 09, 2023, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 **Annexure C**

The AGM concluded at 4:31 p.m. (IST).

The voting results along with the Scrutinizer's Report is available on the Company's website at <u>www.reproindialtd.com</u> and is also being made available on the website of the National Securities Depository Limited at <u>www.evoting.nsdl.com</u>

This is for your information and records.

Thanking you,

Yours faithfully, **For Repro India Limited** 

Almina Shaikh Company Secretary & Compliance Officer

Encl: As above



#### Annexure A

## Proceedings of the 30th Annual General Meeting of the Company held on August 09, 2023

The 30<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was held on Wednesday, August 09, 2023 at 3.30 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in accordance with circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India ('SEBI').

Mr. Vinod Vohra, Chairman of the Company, chaired the Meeting and welcomed the Members to the Meeting. As the requisite quorum was present, the Chairman called the meeting to order.

All the Directors of the Company were present at the Meeting through VC from their respective locations.

The Chairman then welcomed the Directors of the Company and requested them to introduce themselves to the Members.

The Chairman further informed that the Chief Financial Officer, Company Secretary, Partner and Representative of Statutory Auditors, Secretarial Auditors and Scrutinizer were present at the Meeting through VC.

The Chairman thereafter provided necessary statutory information regarding the AGM held through VC/OAVM.

The Chairman further informed the Members that, the proceedings of the Meeting were also being webcast and could be viewed live by Members by logging on to the website of the National Securities Depository Limited (NSDL). The Company had taken the requisite steps to enable Members to participate and vote on the items being considered at the AGM.

The details of authorized representations received from corporate shareholders were informed to the Members. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, Members were informed that the requirement of appointing proxies was not applicable.

The Chairman informed that the Registered Office of the Company is situated at Lower Parel, Mumbai (Maharashtra) was the deemed venue for this AGM and proceedings of the AGM deemed to be made there at.

In terms of the MCA and the SEBI Circular, the Company had sent the AGM Notice along with the Annual Report for the financial year 2022-23, in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories.

Further, the Statutory Registers and all other documents related to the agenda items of AGM were made available at the request of the members made through an email at <u>investor@reproindialtd.com</u> for inspection.

The Chairman informed that the Notice of AGM along with the Annual Report of the Company for the financial year 2022-2023 were already circulated via email to the Shareholders and the same be taken as read with the permission of the Shareholders. The Statutory Auditors Report



for the year ended March 31, 2023 did not contain any qualifications, comments or observations on financial transactions nor it highlights any matter, which would have had any adverse effect on the functioning of the Company during the financial year 2022-23. Hence the said Auditor's report was taken as read.

As provided in the AGM Notice, the shareholders were requested to submit in advance their queries/clarifications in writing by email to the Company's e-mail address at <u>investor@reproindialtd.com</u>.

The Chairman requested Mr. Abhinav Vohra, Chief Financial Officer of the Company to initiate the query and answer session. Members who attended the Meeting were given an opportunity to ask questions and seek clarification(s). All the queries of the shareholders and necessary clarifications were addressed by Mr. Abhinav Vohra.

The Chairman expressed his gratitude to all the Stakeholders for their unrelenting dedication, support and commitment to the Company.

The Chairman then took up the following resolutions as set out in the Notice of the 30<sup>th</sup> AGM:

Sr. No.	Details of the Resolution	Type of Resolution (Ordinary/Special)
1	Adoption of the Audited (Standalone and Consolidated) Financial Statements for the year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2	Re-appointment of Mr. Rajeev Vohra (DIN: 00112001), who retires by rotation and being eligible, seeks re-appointment.	Ordinary Resolution
3	Re-appointment of Mr. Dushyant Mehta (DIN: 00126977) as an Independent Director of the Company for the second term of five consecutive years.	Special Resolution

Thereafter, the Chairman continued the proceedings and informed the Members that pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder and the Listing Regulations, the Company had provided electronic voting facility (remote e-voting) to the members to cast their votes electronically on all resolutions set out in the Notice of 30<sup>th</sup> AGM. He further informed that the remote e-voting was commenced on Sunday, August 06, 2023 at 09.00 a.m. and concluded on Tuesday, August 08, 2023 at 05.00 p.m.

Further, members were informed that the e-voting would remain open for a further period of 30 minutes to enable those members who were present during the Annual General Meeting but could not cast their votes prior to the AGM. The e-voting module was disabled by NSDL thereafter.

The Company had appointed Mr. Dinesh Deora, Practising Company Secretary, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting held prior and e-voting during the AGM.



He further informed the Members that the e-voting results along with the Scrutinizer's Report shall be intimated to the Stock Exchanges and also be placed on the website of the Company, NSDL and Stock Exchanges within the stipulated time.

The Chairman thanked the Members for their continued support and for attending the AGM, thereafter he declared the meeting as concluded.

The meeting concluded at 04:31 p.m. after being open for 30 minutes for e-voting to be completed.

Post the conclusion of the remote e-voting, the Scrutinizers' report was received. As per the Scrutinizer's Report, considering the consolidated results of the remote e-voting held prior and e-voting during the AGM, all the Resolutions have been passed with requisite majority.



# Annexure B

# Details of voting results as per Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of the Annual General Meeting	August 09, 2023
Book Closure Dates	August 03, 2023 to August 09,2023
Total number of shareholders on	8320 shareholders as on
record date	August 02, 2023
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	Not Applicable
Public	
No. of shareholders present in the meeting through video conferencing:	
Promoters and Promoter Group	11
Public	28



I	Resolution Red	quired: (Ordin	nary / Special)	1		Ordi	inary	
	r promoter/ p	romoter grou	p are intereste					
	age	nda/resoluti	on?			=		
							ited (Standa tial Statemer	
							2023 togeth	
							rd of Direct	
	Description	of Resolution	Considered	I		Auditors	thereon.	
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstandin g shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
Category	voting	neiu	poneu	(3)=	lavoui	Agamst	lavoui	(7)=[(
		(1)	(2)	[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/ (2)]*100	5)/(2) ]*100
	E-voting		6068403	90.0416	606843	0	100	0
	Poll		0	0	0	0	0	0
Promoter	Postal							
and	Ballot (if	(720555	0	0	0	0	0	0
Promoter	applicable)	6739555	0	0	0	0	0	0
Group	Total	6739555	6068403	90.0416	606843	0	100	0
	E-voting		665173	80.5947	665173	0	100	0
	Poll Postal	•	0	0	0	0	0	0
	Ballot (if							
Public	applicable)	825331	0	0	0	0	0	0
Institutions	Total	825331	665173	80.5947	665173	0	100	0
	E-voting		16792	0.2954	16787	5	99.9702	0.0298
	Poll		0	0	0	0	0	0
	Postal							
Dalalia Ma	Ballot (if applicable)	5684233	0	0	0	0	0	0
Public Non- Institutions	Total	5684233	16792	0.2954	16787	5	99.9702	0.0298
Total		13249119	6750368	50.9496	6750363	5	99.9999	0.0001



**Resolution No. 2:** 

	Resolution Req	· · · ·	Ordinary					
Whether	promoter/ pr	omoter group nda/resolutio		ed in the		Yes		
	age.	ilua/i coolutio	Re-appoi	ntment of Mr.		ra (DIN:		
						, who retires		
	Description	of Resolution	Considered		elig	ible, seeks re	-appointmer	nt.
Category	No. ofNo. ofMode ofsharesVotingheldpolled				No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against (7)=[(5)
		(1)	(2)	[(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/ (2)]*100	/(2)]*1 00
	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
Promoter	Postal							
and	Ballot (if applicable)	6739555	0	0	0	0	0	0
Promoter Group	Total	6739555	0		0	0	0	0
	E-voting		665173	80.5947	665173	0	100	0
	Poll		0	0	0	0	0	0
	Postal							
Public	Ballot (if applicable)	825331	0	0	0	0	0	0
Institutions	Total	825331	665173	80.5947	665173	0	100	0
	E-voting		16792	0.2954	16787	5	99.9702	0.0298
	Poll		0	0	0	0	0	0
	Postal Ballot (if							
Public Non-	applicable)	5684233	0	0	0	0	0	0
Institutions	Total	5684233	16792	0.2954	16787	5	99.9702	0.0298
Total		13249119	681965	5.1472	681960	5	99.9993	0.0007



**Resolution No. 3:** 

R	esolution Req	uired: (Ordin	Special					
	promoter/ pr	omoter group	o are interest			•		
	age	nda/resolutio	on?		Re-annoint	No ment of Mr. I	Juchvant Mo	hta (DIN:
						as an Indepe		
					Compa	ny for the se		five
	Description	of Resolution	Considered			consecuti	ve year	
Category	Mode of Voting	Mo. of     No. of     Wotes     No. of     No. of     No. of     No. of     No. of     %       F     shares     votes     outstandin     votes - in     votes - in     votes - in       held     polled     g shares     favour     Against     favour						% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*1 00	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5) /(2)]*1 00
	E-voting		6068403	90.0416	6068403	0	100	0
	Poll		0	0	0	0	0	0
Promoter and	Postal Ballot (if	(500555	0	2		0		0
Promoter	applicable)	6739555	0	0	0	0	0	0
Group	Total	6739555	6068403	90.0416	6068403	0	100	0
	E-voting		665173	80.5947	665173	0	100	0
	Poll Postal Ballot (if		0	0	0	0	0	0
Public	applicable)	825331	0	0	0	0	0	0
Institutions	Total	825331	665173	80.5947	665173	0	100	0
	E-voting		16792	0.2954	16787	5	99.9702	0.0298
	Poll		0	0	0	0	0	0
	Postal Ballot (if							
Public Non-	applicable)	5684233	0	0	0	0	0	0
Institutions	Total	5684233	16792	0.2954	16787	5	99.9702	0.0298
Total		13249119	6750368	50.9496	6750363	5	99.9999	0.0001

Annexure C

# REPRO INDIA LIMITED (CIN NUMBER: L22200MH1993PLC071431) Registered Office: 11th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel, Mumbai - 400013

# CONSOLIDATED SCRUTINISER'S REPORT

# ON

THE E-VOTING PROCESS (REMOTE E-VOTING) AND ELECTRONIC VOTING (E-VOTING) CONDUCTED AT THE 30<sup>TH</sup> ANNUAL GENERAL MEETING OF REPRO INDIA LIMITED HELD THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OVAM") ON WEDNESDAY, AUGUST 09, 2023

> DINESH KUMAR DEORA

In productions of the first is a subset of the AL of the AL of the second control of the AL of

# C.S. C.A. Dinesh Kumar Deora

**Company Secretaries** 

[Registered Valuer - Securities & Financial Assets and Insolvency Resolution Professional] ADDRESS: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBA1-400097 Tel 022-28443641 Mob 09321018355 • Email: dmassociates@gmail.com Website: www.dmncs.co.in

#### Report of the Scrutinizer Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended]

#### To,

The Chairperson

Of 30<sup>th</sup> Annual General Meeting of the Members of REPRO INDIA LIMPTEDheld on Wednesday, August 09, 2023 at 3:30 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("**Q**AVM")

### Dear Sir,

I, Dinesh Kumar Deora, Practicing Company Secretary, having my Office at 205, 2nd Floor, Nadiadwala Market, Poddar Road, Malad(East), Mumbai-400097, appointed by the Board of REPRO INDIA LIMITED ("The Company") as the Scrutinizer for the purpose of scrutimizing e-voling process (remote e-voling) and electronic voling (e-voling) conducted at the 30<sup>th</sup> Annual General Meeting ("AGM") pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Eisting Obligations and Disclosure Requirements) Regulations, 2015 for the 30<sup>th</sup> AGM of the Company hold through Video Conferencing ("VC") / Other Andio Visual Means ("OVAM") on Wednesday, August 09, 2023 at 3:30 p.m. (IST). 1 say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

i submit report as under:

a) The AGM is held in compliance with the MCA General Circular No. 20/2020 dated May 5, 2022 read with General Circular Nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13,2021, Circular No. 19/21 dated December 03,2021, Circular No. 21/2021 dated December 14,2021 and Circular No. 10/2022 dated December 28,2022 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 regarding holding of the AGM through Video Conferencing (VC) / Other Audi-Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Company, the Nobce of the AGM along with the Annual Report 2022-23 has been sent on Tuesday, July 18, 2023 only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL/NSDL ("Depositnries").

DINESH	Departments in prime they be NLS - Instance P 24 DNA 10% - The performance CNA server PNAS 25 August Server Performance Telephone
KUMAR	mana and bed by the level 1 fields 15 (4 million prod 20-days) and 2000 for a language state.
DEORA	5 / 1483 641 (1415) 141 5 / 618443 567 (241 5 / 1483 64 (1496) 141 (140 (1416) 15 (141 (1416) 141 (1416) 141 (1416)

- b) The Compliance with the provisions of the Companies Act. 2013 and the Rules made there under relating to e-Voling (which includes remote e-Voling and the electronic voting, provided at the AGM) to the Members on the resolutions proposed in the Notice calling the 30<sup>th</sup> AGM of the ComPany was the responsibility of the Management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparoit manner, and render a consolidated scrutinizer's report with respect to the voting on the said resolutions to the Charman.
- c) The a-voting facility both for to voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited ("NSDL").
- d) The Members of the Company as on the "cut-off" date i.e., Wednesday, August 02, 2023 were entitled to vote on the resolution no's 1 to 3 as set out in the notice of AGM.
- e) The remote e-voting period commenced on Sunday, August 06, 2023 09:00 a.m. (IST) and concluded on Tucsday, August 08, 2023 5:00 p.m. (IST).
- f) At the 30th AGM of the Company held on Wednesday, August 09, 2023, the facility to vote through electronic voting system and been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
- g) After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Wednesday, August 09, 2023 around 7.42 p.m. in the presence of two witnesses who are not in the employment of the Company.
- h) I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 30° AGM based on the scrutiny of remote e-voling and the electronic voling at the AGM and votes cast therein based on the data downloaded from the National Securities Depository Limited ("NSDL")
- The results of the Remote & Voting together with that of the voting through electronic voting system conducted at the ACM Linough VC/OAVM are as under:

DINESH KUMAR DEORA

 Up
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 1
 0
 0
 1
 0
 0
 1
 0
 0
 1
 0
 0
 1
 0
 0
 1
 0
 0
 1
 0
 0
 1
 0
 0
 1
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0
 0

2.4

# 1. RESOLUTION NO.1 AS AN ORDINARY RESOLUTION

Adoption of Audited (Standalone and Consolidated) Financial Statements for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors 'and Auditors' thereon.

Par	ticulars	No. of Members Voted		No. of V cast by I		Total Votes	
		Remote e- voting	Electronic Voting at AGM	Remote e- voting	Electronic Voting at AGM	No. of votes	°/a
(.)	Total Votes	նե	1	6718368	2000	6750368	100
(b)	Invalid votes	0	0	()	0	0	0
(c)	Total Valid Votes Cast	66	1	6748368	2000	6750368	100
(d)	Votes "FOR" the resolution	64	1	6748363	2000	<del>6</del> 750363	99,9999
(e)	Votes "AGAINSI" the resolution	2	0	5	0	5	0.0001

Thus, the Ordinary Resolution as contained in Item No. 1 of the Notice dated 10<sup>th</sup> May, 2023 is passed with REQUISITE MAJORITY.

#### 2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION

Re-appointment of Mr. Rajeev Voluta (DIN: 0112001), who retires by rotation and being eligible, seeks re-appointment.

Particulars		No. of Members Voted		No, of V cast by t		Total Votes		
		Remote e- voting	Electronic Voting at AGM	Remote e- voting	Electronic Voting at AGM	No. of votes	°/0	
(a)	Total Votes cast	53	1	679965	2000	681965	100	
(6)	Invalid votes	0	n	0	0	0	0	
(c)	Total Valid Voles Cast	53	1	679965	2000	681965	100	

DINESH KUMAR DEORA

 $\sim$  1 m s  $_{\rm eff}$  is a second sec

(d)	Votes "FOR" the resolution	51	1	679960	2000	681960	99 9992
(e)	Votes "AGAINST" the resolution	2	0	5	0	5	0.0008

Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice dated 10<sup>th</sup> May, 2023 is passed with REQUISITE MAJORITY.

## 3. RESOLUTION NO. 3 AS A SPECIAL RESOLUTION

#### .

Re-appointment of Mr. Dushyant Mehta (DIN: 00126977) as an Independent Director of the Company for the second term of five consecutive years.

Particulars		No. of Members Voted		No. of V cast by t		Total Votes	
		Remote c- voting	Elect onic Voting at AGM	Remote c- vating	Electronic Voting at AGM	No. of votes	%
(a)	Total Votes cast	66	1	6748368	2000	6750368	100
(b)	Invalid votes	0	0	0	0	{}	0
(c)	Total Valid Votes Cast	66	1	6748368	2000	6750368	100
(d)	-Votes "FOR" the resolution	64	1	6748363	2000	6750363	99.9939
(e)	Votes "AGAINST" the resolution	2	Ð	5	0	5	0.0001

Thus, the Special Resolution as contained in Item No. 3 of the Notice dated 10<sup>th</sup> May, 2023 is passed with REQUISITE MAJORITY.

Based on the foregoing, the Resolution No. (s) 1 to 3 have been passed with the requisite majority.

DINESH KUMAR DEORA All the relevant records of Voting is under my safe custody until the Chairperson considers, approves and signs the Minutes of the 30th Annual General Meeting and the same shall be handed over to the Chairperson or the Company Secretary of the Company for safe keeping.

Thunking You,

Sincerely. DINESH KUMAR DEORA

 $\label{eq:states} \left\{ \begin{array}{l} \phi \in \{1, \dots, m\} \ \text{ for all } \phi \in \{1, \dots, m\} \ \text{ fo all } \phi \in \{1, \dots, m\} \ \text{$ 

Dinesh Kumar Deora Practising Company Secretary FCS No. 5683 CP No. 4119 [UDIN: F005683E000773582]

Place: Mumbai Date: August 09, 2023