

December 1, 2020

To,
BSE Ltd.
P. J. Towers,
Dalal Street,
Mumbai – 400001
(Scrip Code : 532687)

National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra Kurla Complex,
Bandra East, Mumbai – 400051
(Scrip Symbol – REPRO)

Dear Sir / Madam,

Sub: Minutes of the 27th Annual General Meeting

We are pleased to enclose herewith copy of the Minutes of the 27th Annual General Meeting of the Company held on Saturday, November 7, 2020 at 3.30 p.m. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

This is for your information and records.

Thanking you,

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



Kajal Damania
Company Secretary & Compliance Officer

Encl: As above.

MINUTES OF 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF REPRO INDIA LIMITED HELD ON SATURDAY, NOVEMBER 7, 2020 AT 3:30 P.M. THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OAVM”)

PRESENT IN THE MEETING THROUGH VC/OAVM:

Mr. Vinod Vohra	Chairman
Mr. Sanjeev Vohra	Managing Director/Member
Mr. Mukesh Dhruve	Executive Director and CFO/Member
Mr. Rajeev Vohra	Executive Director
Ms. Bhumika Batra	Non-Executive Independent Director (Chairman - Stakeholders Relationship Committee and Nomination & Remuneration Committee)
Mr. Dushyant Mehta	Non-Executive Independent Director / Member
Mrs. Mahalakshmi Ramadorai	Non-Executive Independent Director/Member (Chairman - Corporate Social Responsibility Committee)
Mr. Sanjay Asher	Non-Executive Independent Director
Mr. Ullal R. Bhat	Non-Executive Independent Director/Member (Chairman - Audit Committee)
Ms. Kajal Damania	Company Secretary & Compliance Officer
Mr. Dinesh Sureka	Senior VP - Accounts and Finance
Dr. Pramod Khera	Special Invitee

Representatives of Statutory Auditors of the Company and Secretarial Auditors of the Company had joined through VC by invitation.

In aggregate, 43 members were joined through VC.

Repro Enterprises Private Limited holding 5537643 number of shares representing 45.81% of the equity share capital represented by Mr. Sanjeev Vohra.

CHAIRMAN OF THE MEETING:

Mr. Vinod Vohra, Chairman of the Company, took the Chair and conducted the proceedings.

QUORUM:

At 3.30 p.m., Mr. Vinod Vohra, the Chairman of the Company commenced the meeting by welcoming the members to the 27th Annual General Meeting (AGM) of the Company. Then Chairman announced that the requisite quorum being present, the meeting was called to order.

The Chairman requested the members of the Board who had joined the meeting through Video Conference to introduce themselves.

STATUTORY BOOKS FOR INSPECTION:

The Chairman informed the members that the Statutory Registers and all other inspection documents related to the agenda items of AGM were made available during the meeting for inspection by the members of the Company.

The Chairman further informed that the Company had taken all steps to ensure that the Shareholders were able to attend and vote at this AGM in a seamless manner. He also stated that the Company had tied up with NSDL to provide facility for voting through

remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM.

The Chairman informed the proceeding of this Annual General Meeting is being conducted in compliance with the Companies Act, 2013 and the Rules notified there under and recent circulars issued by MCA and SEBI from time to time.

He further informed that subsequent to the MCA circular of April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members was not available for this AGM. However, the body corporate was entitled to appoint authorized representatives to attend the AGM through VC, other audio/video means and participate and cast their votes through e-voting.

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

He informed that on account of the threat posed by COVID-19 and 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 2019-20, in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories.

NOTICE CONVENING THE ANNUAL GENERAL MEETING:

The Chairman informed that the Notice of AGM along with the Annual Report of the Company for the financial year 2019-2020 were already circulated via email to the Shareholders and the same be taken as read with the permission of Shareholders.

AUDITOR'S REPORT:

The Statutory Auditors Report for the year ended March 31, 2020 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 2019-20. Hence the said Auditor's report was taken as read.

Attention of Shareholders was drawn to the observation in the Secretarial Audit Report by our Secretarial Auditor, M/s. Yogesh Patel & Associates, Company Secretaries that the Company was not in compliance with the minimum requirement of Independent Directors on the Board for the period September 14, 2019 to November 3, 2019 as required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as the Company was in process of identifying a qualified and experienced person of right caliber who can contribute towards Board's Diversity and who shall be able to provide value addition to the business and functioning of the Company and therefore Mr. Sanjay Asher was appointed as an Additional Independent Director of the Company on November 4, 2019 in order to comply with the minimum requirements of composition of Board of Directors.

CHAIRMAN'S SPEECH:

Mr. Vinod Vohra then delivered his Speech and thanked all the members for their continuous support and trust reposed by them on the Company.

The Chairman requested Mr. Mukesh Dhruve to initiate the query and answer session submitted in advance by the members of the Company in writing by email to the Company.

All the queries of the shareholders and necessary clarifications were addressed by Mr. Mukesh Dhruve and thanked the members and appreciated their keen interest in the growth of the Company.

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

The Chairman informed the members that there were in total 4 (Four) Resolutions proposed to be passed in the AGM and same were forming part of the Notice of the 27th AGM. Since the Notice had already been circulated to the Members and the Resolution had been put to vote through remote e voting, the resolutions were taken as read. For the benefit of members attending the meeting, he further provided a brief of the resolutions.

Following agenda and resolutions as mentioned in the Notice of the AGM were deemed to be approved by the members:

ORDINARY BUSINESS:

Item No. 1:

Adoption of the Audited (Standalone and Consolidated) Financial Statements for the year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.

RESOLUTION:

"RESOLVED THAT the Audited (Standalone and Consolidated) Financial Statements for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

Item No. 2:

Re-appointment of Mr. Mukesh Dhruve (DIN: 00081424), who retires by rotation and being eligible, seeks re-appointment.

RESOLUTION:

"RESOLVED THAT Mr. Mukesh Dhruve (DIN: 00081424), who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

Item No. 3:

Appointment of Statutory Auditor.

RESOLUTION:

"RESOLVED THAT pursuant to the Sections 139, 142 and applicable provision of the Companies Act, 2013, the Companies (Audit and Auditors) Rules 2014 and other applicable provisions, M/s. MSKA & Associates, Chartered Accountants, having FRN.: 105047W, be and is hereby appointed as Statutory Auditors of the Company, for a term of five years and to hold office from conclusion of this 27th Annual General Meeting (AGM) till conclusion of 32nd AGM of the Company to be held in the year 2025, on the terms and fees as mentioned in the explanatory statement, and that the Board be and is hereby authorized to vary their remuneration and decide about reimbursement of out of pocket expenses, as may be incurred, in the performance of Audit."

Item No. 4:

Appointment of Mr. Sanjay Asher (DIN: 00008221), as an Independent Director.

RESOLUTION:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Mr. Sanjay Asher (DIN: 00008221), who was appointed as an Additional Director of the Company with effect from November 4, 2019 by the Board of Directors in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Non-executive Independent Director of the Company for a term of five consecutive years, from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

After the above resolutions were being briefed and deemed to be read, the Chairman informed that as the meeting was held through VC facility and resolutions are put to vote only through e-voting, the practice of proposing and seconding of resolutions was not being followed.

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 27th AGM. He further informed that the remote e-voting commenced on Wednesday, November 4, 2020 at 09.00 a.m. and concluded on Friday, November 6, 2020 at 05.00 p.m.

Further, members were informed that the e-voting would remain open for a further period of 15 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 Chairman further informed that combined results of remote e-voting and e-voting during the meeting would be announced and made available on the website of the Company, on the website of NSDL and also on the website of the Stock Exchanges.

The Chairman thanked all Directors and members who had joined the meeting. Further he stated that the meeting would stand concluded at the end of 15 minutes.

The meeting concluded at 4.20 p.m.

The results of the e-voting was declared on November 7, 2020 is enclosed as **Annexure I** to the Minutes based on the report of the Scrutinizers dated November 7, 2020.

VINOD
INDERJIT
VOHRA

**VINOD VOHRA
CHAIRMAN**

PLACE: MUMBAI

TIME OF COMMENCEMENT: 3.30 PM

TIME OF COMPLETION: 4.20 PM

DATE OF ENTRY IN MINUTES BOOK: NOVEMBER 30, 2020

DATE OF SIGNING: NOVEMBER 30, 2020

27TH ANNUAL GENERAL MEETING HELD ON NOVEMBER 7, 2020

Declaration of Results of the Remote e-voting and e-voting at the Meeting:

As per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant Circulars issued by the Ministry of Corporate Affairs, the Company had provided the facility of remote e-voting to enable the Shareholders to cast their vote electronically on the resolutions proposed in the Notice of the 27th Annual General Meeting (AGM). The remote e-voting was open from 9.00 a.m. on Wednesday, November 4, 2020 and concluded on Friday, November 6, 2020 at 05.00 p.m.

The Board of Directors had appointed Mr. Dinesh Kumar Deora, Practising Company Secretary as the Scrutinizer for remote e-voting. The Scrutinizer had carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on November 6, 2020 and votes cast through e-voting facility during the AGM and had submitted his Report on November 7, 2020.

The Consolidated Results as per the Scrutinizers Report dated November 7, 2020 are as follows:

Item No.	Resolutions	% Votes in Favour	% Votes Against	Type of Resolution
Ordinary Business:				
1	Adoption of the Audited (Standalone and Consolidated) Financial Statements for the year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.	99.9996	0.0004	Ordinary
2	Re-appointment of Mr. Mukesh Dhruve (DIN: 00081424), who retires by rotation and being eligible, seeks re-appointment.	100.0000	0.0000	Ordinary
3	Appointment of Statutory Auditor	100.0000	0.0000	Ordinary
4	Appointment of Mr. Sanjay Asher (DIN: 00008221), as an Independent Director.	99.9996	0.0004	Ordinary

Based on the Consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of 27th Annual General Meeting have been duly approved by the shareholders with requisite majority.

VINOD
INDERJIT
VOHRA

Digitally signed by VINOD Inderjit Vohra
DN: c=IN, o=Personal, ou=VINOD Inderjit Vohra
serial=2249845910, cn=VINOD Inderjit Vohra
Date: 2020.11.03 17:45:55 +05'30'

Date: November 30, 2020