

May 29, 2019

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)

**Sub: Annual Secretarial Compliance Report**

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2019.

This is for your information and record.

Thanking you,

Yours faithfully,  
For Repro India Limited



**Kajal Damania**  
Company Secretary & Compliance Officer

Encl.: As Above



**Corporate & Registered Office**  
Repro India Limited  
11th Floor, Sun Paradise Business Plaza,  
B Wing, Senapati Bapat Marg, Lower Parel,  
Mumbai – 400 013, India  
Tel: +91-22-71914000  
Fax: +91-22-71914001  
CIN: L22200MH1993PLC071231

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

**Surat**  
Plot No. 90 to 91, 165 Surat Special Economic Zone,  
Road No. 11, GIDC, Sachin, Surat – 394 230  
Tel: +0261-3107396/7, 2398895/97  
Fax: +0261-2398030

**Chennai**  
No 146, East Coast Road, Vetrivankeni,  
Chennai – 600113,  
Tel: +91-44-2444 0130  
Fax: +91-44-24490836



# YOGESH PATEL & ASSOCIATES

## COMPANY SECRETARIES

### Secretarial Compliance Report of Repro India Limited

For The Financial Year Ended 31<sup>st</sup> March, 2019

To  
The Members,  
**REPRO INDIA LIMITED**  
11th Floor, Sun Paradise Business Plaza,  
B Wing Senapati Bapat Marg,  
Lower Parel, Mumbai – 400013

We, M/s. Yogesh Patel & Associates, Practicing Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by **Repro India Limited** (“the listed entity”),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 2019 (“Review Period”) in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**

Yogesh N. Patel

C-209, Panchsheel-3, Raheja Twonship, Malad- East, Mumbai-400097

Mobile No. : 9769270638

E Mail : csyogesh87@gmail.com



# YOGESH PATEL & ASSOCIATES

## COMPANY SECRETARIES

- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

<b>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
<i>Mr. Krishnamurthy Padmanabhan (DIN: 00013565) Non-Executive - Independent Director is disqualified by Registrar of Companies u/s 164 (2)</i>	-	<i>Mr. Krishnamurthy Padmanabhan – is disqualified, however as represented by the Company Mr. Krishnamurthy Padmanabhan has filed the petition in the High Court for removal of the disqualification.</i>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

Yogesh, N. Patel

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# YOGESH PATEL & ASSOCIATES

## COMPANY SECRETARIES

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

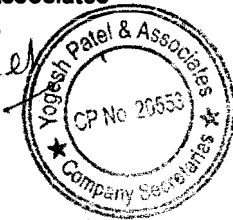
Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any.
No reportable observations				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
No reportable observations				

For Yogesh Patel & Associates  
Company Secretaries

Yogesh Patel  
ACS No. 28275  
CP No. 20553



Place: Mumbai  
Date: 28<sup>th</sup> May, 2019

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