

September 17, 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)

Dear Sir / Madam,

**Sub: Minutes of the 26th Annual General Meeting**

We are pleased to enclose herewith copy of the Minutes of the 26th Annual General Meeting held on August 31, 2019.

This is for your information and records.

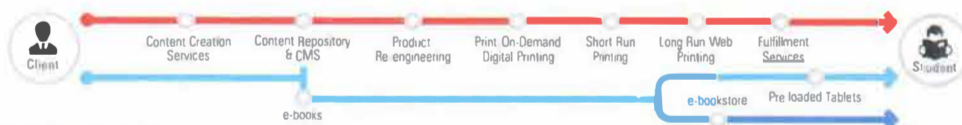
Thanking you,

Yours faithfully,  
For Repro India Limited,



*Kajal Damania*  
**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: 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 Economic Zone,  
Road No. 11, GIDC, Sachin, Surat – 394 230  
Tel: +0261-3107396/97, 2398895/97  
Fax: +0261-2398030

**Chennai**  
No. 146, East Coast Road, Vettuvankeni,  
Chennai – 600115,  
Tel: +91-44-2449 0130  
Fax: +91-44-24490836

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**MINUTES OF 26<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF REPRO INDIA LIMITED HELD ON SATURDAY, AUGUST 31, 2019 AT 11:30 A.M. AT THE M.I.G. CRICKET CLUB, GALAXY HALL, 2<sup>ND</sup> FLOOR, M.I.G. COLONY, BANDRA (EAST), MUMBAI 400 051**

**Present:****Members of the Board of Directors:**

|                            |  |
|----------------------------|--|
| Mr. Vinod Vohra            | Chairman   |
| Mr. Sanjeev Vohra          | Managing Director/Member   |
| Mr. Mukesh Dhruve          | Executive Director and CFO/Member  |
| Mr. Rajeev Vohra           | Executive Director   |
| Dr. Pramod Khera           | Executive Director   |
| Mr. Dushyant Mehta         | Non-Executive Independent Director / Member  |
| Mrs. Mahalakshmi Ramadorai | Non-Executive Independent Director/Member<br>Chairman - Corporate Social Responsibility<br>Committee |
| Mr. Ullal R. Bhat          | Non-Executive Independent Director/Member<br>Chairman - Audit Committee                              |
| Ms. Bhumika Batra          | Non-Executive Independent Director<br>Chairman-Stakeholders Relationship Committee                   |

Mr. Jayesh Thakkar, Partner of M/s. BSR & Co., LLP, Chartered Accountants, Statutory Auditors of the Company and Mr. Jignesh Patel, representative of M/s. Yogesh Patel & Associates, Company Secretaries, Secretarial Auditors of the Company were present by invitation.

66 members were present in person.

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

**In Attendance:**

|                   |  |
|-------------------|--|
| Ms. Kajal Damania | Company Secretary and Compliance Officer |
| Mr. Dinesh Sureka | Senior VP - Accounts and Finance         |

**Chairman of the Meeting:**

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

**Quorum:**

Mr. Vinod Vohra, the Chairman of the Company, on the quorum being present, declared the commencement of the meeting.

He welcomed the members to the Twenty Sixth Annual General Meeting (AGM) of the Company.

He then introduced the Directors present on the dais.

**Statutory Books for Inspection:**

The Chairman informed the members that the Statutory Registers were available during the meeting for inspection by the members of the Company.

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**Notice Convening the Annual General Meeting:**

Notice convening the Annual General Meeting was taken as read with the permission of the members.

**Auditor's Report:**

Mr. Vinod Vohra, Chairman, requested Ms. Kajal Damania, Company Secretary, to read the Auditors' Report and accordingly, Ms. Kajal Damania, Company Secretary, read the Auditors' Report dated May 28, 2018. The Annexure to the Auditor's Report was taken as read with the consent of the members.

Attention of Shareholders was drawn to the observation in the Secretarial Audit Report by our Secretarial Auditor, M/s. Yogesh Patel & Associates, Company Secretaries, about Mr. Krishnamurthy Padmanabhan (DIN: 00013565) Non-Executive Independent Director is disqualified by Registrar of Companies u/s 164(2), however he has filed petition before the Hon'ble High Court, for removal of disqualification.

**Chairman's Speech:**

Mr. Vinod Vohra then delivered his Speech, the highlights of which are recorded hereafter:

The last few years have heralded the age of the digital platform economy. Companies such as Amazon, Google and Uber have created online structures that are enabling a wide range of human activities. This has opened the path for radical changes in how we work, socialise and create value in the economy. The end result for the consumer is life changing. Whether it's food, movie tickets, flights, hotel bookings or even grocery, an entire world resides in the confines of the computer – all accessible at the click of a button.

**A Digital Model for the Book Industry**

One of the most exciting outcomes of disruptive technologies, for both publishers and readers is the accessibility of content. Books can be bought at a click of a button, enabling publishers to reach millions of readers, anywhere in the world.

By moving out of our traditional business model, we have entered an exciting space in the new playing field of the digital marketplace. So that any reader can get the book of his choice; and any publisher, anywhere in the world, can reach a reader, anywhere in the world.

**Strengthening Current Businesses**

Our traditional businesses continue to grow ensuring greater predictability and realisations. We continue to strengthen our relationships with our customers, offering them greater value while opening up gateways to enhanced business growth for them. Our longstanding partnerships with Indian and multinational publishers, enable us to achieve greater efficiencies, through predictable volume planning. In Africa, a reviving market is enabling us drive increased businesses in the key 22 countries – while also adding newer clients to our portfolio.

**The Future**

As we enter a new year, and a new phase of our growth, we are well on our way to entrenching ourselves in the digital era. We are continually planning for the next wave that is required with the rapidly changing environment.

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

We are building newer platforms and planning to be future ready so that we can seize the enormous business opportunities that will appear in this digital world.

Our investment strategy is helping us build an effective pan-India presence so that we are able to service all regions with greater efficiency and ease.

The Chairman then completed his speech and thanked all the members for their continuous support and trust reposed by them on the Company.

He then requested Mr. Mukesh Dhruve, Executive Director and CFO of the Company to make presentation on the performance of the Company. He further invited the members to speak or ask questions. Some members raised general queries on the Company's operations, future plans, new business plan and relating to dividend, etc. Responding to the queries and comments from the members, the Chairman thanked them for their queries.

He then requested Mr. Mukesh Dhruve, Executive Director and CFO of the Company to respond to the queries raised by the members.

He thanked the members and appreciated their keen interest in the growth of the Company. He then replied to all the queries raised by the members to their satisfaction.

Then the Chairman informed that:

In accordance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules 2014, the Company had provided it's members the facility for remote e-voting to the Members through Link Intime India Private Limited (LI IPL) in respect of all the items to be transacted at this AGM. The remote e-voting period commenced on August 28, 2019 at 9.00 a.m. and ended on August 30, 2019 at 5.00 p.m.

In remote e-voting, the shareholders have voting rights in proportion to their shares in the paid up equity capital and therefore to maintain the parity, poll is being called on all resolutions, instead of show of hands.

Members, who have already voted through remote e-voting process, shall not be debarred from participation in the meeting, but he/she shall not be entitled to vote again in meeting and the vote cast by him/her through remote e-voting shall be treated as final.

Mr. Dinesh Deora, Practicing Company Secretary, has been appointed as Scrutinizer to conduct the poll in a smooth and transparent manner and report on the results of the poll. Mr. Dinesh Deora is also Scrutinizer for remote e-voting.

Ballot papers had already been distributed to the Members at the time of entering the meeting hall.

The Members were then requested by the Chairman to propose and second the resolutions.

The Chairman then took up the following resolutions for voting:



CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**ORDINARY BUSINESS****Item No. 1:**

**The Chairman moved the resolution to receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.**

Mr. Praful Dharia a member of the Company proposed the resolution and the same was seconded by Mr. Pravin Sampat, another member of the Company.

**RESOLUTION:**

**"RESOLVED THAT** the Audited (Standalone and Consolidated) Financial Statements for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

**Item No. 2:**

**The Chairman moved the resolution, to appoint a Director in place of Dr. Pramod Khera (DIN: 00235308), who retires by rotation and being eligible, seeks re-appointment.**

Mr. Jehangir Batiwala a member of the Company proposed the following resolution and the same was seconded by Mr. Dilip Chhowala, another member of the Company.

**RESOLUTION:**

**"RESOLVED THAT** Dr. Pramod Khera (DIN: 00235308), who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

**SPECIAL BUSINESS****Item No. 3:**

**The Chairman moved the resolution for change in designation of Mr. Dushyant Mehta (DIN: 00126977), from Non- Executive Non-Independent Director to Non-Executive Independent Director of the Company..**

Mr. S. A. Khanolkar a member of the Company proposed the following resolution and the same was seconded by Mr. Bharat V. Shah another member of the Company.

**RESOLUTION:**

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

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

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

**Item No. 4:**

**The Chairman moved the resolution for Reclassification of the Status of Promoters Shareholding into Public Shareholding.**

Mr. Narendra Trivedi a member of the Company proposed the following resolution and the same was seconded by Mr. Bharat Sheth, another member of the Company.

**RESOLUTION:**

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

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

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) (Sixth Amendment) Regulations, 2018 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

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




---

 CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**Item No. 5:**

**The Chairman moved the special resolution for Re-appointment of Mrs. Mahalakshmi Ramadorai (DIN: 06942430), as an Non- Executive Independent Director of the Company.**

Mr. Tushar Sodha a member of the Company proposed the following resolution and the same was seconded by Mr. Bimal Panchal, another member of the Company.

**RESOLUTION:**

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

**Item No. 6:**

**The Chairman moved the special resolution for Re-appointment of Mr. Ullal Bhat (DIN: 00008425), as an Non-Executive Independent Director of the Company.**

Mr. Bharat Shah a member of the Company proposed the following resolution and the same was seconded by Mr. Hiranand Kotwani, another member of the Company.

**RESOLUTION:**

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

**Item No. 7:**

**The Chairman moved the special resolution for Re-appointment of Mr. Vinod Vohra (DIN: 00112245), as a Whole-time Director (Chairman) of the Company.**

Mr. Chandrakant Bakre a member of the Company proposed the following resolution and the same was seconded by Ms. Nayana Vijayakar, another member of the Company.

  
\_\_\_\_\_  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**RESOLUTION:**

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

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

**Item No. 8:**

The Chairman moved the special resolution for Re-appointment of Mr. Sanjeev Vohra (DIN: 00112352), as a Whole-time Director (Managing Director) of the Company.

Mr. Yusuf Rangwala a member of the Company proposed the following resolution and the same was seconded by Ms. Mohini Chainani, another member of the Company.

**RESOLUTION:**

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

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

**Item No. 9:**

The Chairman moved the special resolution for Re-appointment of Mr. Rajeev Vohra (DIN: 00112001), as a Whole-time Director of the Company.

Mr. Harshad Savani a member of the Company proposed the following resolution and the same was seconded by Mr. Ashvin Patel, another member of the Company.

**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

  
CHAIRMAN'S INITIALS



HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

Director of the Company for a further period of 3 years from the expiry of his present term of office, that is, with effect from February 28, 2019 on the same terms and conditions including remuneration as set out in the Statement annexed to the Notice.

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

**Item No. 10:**

**The Chairman moved the special resolution for Re-appointment of Mr. Mukesh Dhruve (DIN: 00081424), as a Whole-time Director of the Company.**

Mr. Dinesh Kotecha a member of the Company proposed the following resolution and the same was seconded by Mr. Abhishek Jain, another member of the Company.

**RESOLUTION:**

“**RESOLVED THAT** in accordance to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Act and subject to such other approvals, if and as may be required, including from Central Government and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members be and is hereby accorded to the re-appointment of Mr. Mukesh Dhruve (DIN: 00081424) as a Whole-time Director of the Company for a further period of 3 years from the expiry of his present term of office, that is, with effect from February 28, 2019 on the same terms and conditions including remuneration as set out in the Statement annexed to the Notice.

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

**Chairman requested to all the members to put their Ballot papers in the Ballot box in the next 30 minutes.**

**Conclusion:**

After the polling process was over, there being no other business and the meeting was closed at around 1:15 p.m. with a vote of thanks to the Chair and to all the members for active participation and attending the meeting.

The Consolidated results of the remote e-voting and physical ballot and voting at the AGM was declared by the Company on September 1, 2019 based on the report of the Scrutinizer dated August 31, 2019 on the website of the Stock Exchanges and the website of the Company and the details of the results are enclosed as Annexure I to the Minutes.

  
**VINOD VOHRA**  
**CHAIRMAN**

**PLACE: MUMBAI**

**TIME OF COMMENCEMENT: 11.30 A.M.**  
**TIME OF COMPLETION: 1.15 P.M.**  
**DATE OF ENTRY IN MINUTES BOOK: SEPTEMBER 16, 2019**  
**DATE OF SIGNING: SEPTEMBER 16, 2019**

  
\_\_\_\_\_  
**CHAIRMAN'S INITIALS**

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

## Annexure I

## 26TH ANNUAL GENERAL MEETING HELD ON AUGUST 31, 2019

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

| Item No.                  | Resolutions   | % Votes in Favour | % Votes Against | Type of Resolution |
|---------------------------|---|-------------------|-----------------|--------------------|
| <b>Ordinary Business:</b> |   |                   |                 |                    |
| 1                         | To receive, consider, approve and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon. | 99.9996           | 0.0004          | Ordinary           |
| 2                         | Re-appointment of a Director in place of Dr. Pramod Khera (DIN: 00235308), who retires by rotation and being eligible, seeks re-appointment.  | 99.9996           | 0.0004          | Ordinary           |
| 3                         | Change in designation of Mr. Dushyant Mehta (DIN: 00126977), from Non-Executive Non-Independent Director to Non-Executive Independent Director of the Company.  | 99.9996           | 0.0004          | Ordinary           |
| 4                         | Reclassification of the Status of Promoters Shareholding into Public Shareholding.  | 99.9961           | 0.0039          | Ordinary           |
| <b>Special Business:</b>  |   |                   |                 |                    |
| 5                         | Re-appointment of Mrs. Mahalakshmi Ramadorai (DIN: 06942430), as an Non- Executive Independent Director of the Company.   | 99.9996           | 0.0004          | Special            |
| 6                         | Re-appointment of Mr. Ullal Bhat (DIN: 00008425), as an Non-Executive Independent Director of the Company.  | 99.9996           | 0.0004          | Special            |
| 7                         | Re-appointment of Mr. Vinod Vohra (DIN: 00112245), as a Whole-time Director (Chairman) of the Company.  | 99.9996           | 0.0004          | Special            |
| 8                         | Re-appointment of Mr. Sanjeev Vohra (DIN: 00112352), as a Whole-time Director (Managing Director) of the Company.   | 99.9996           | 0.0004          | Special            |
| 9                         | Re-appointment of Mr. Rajeev Vohra (DIN: 00112001), as a Whole-time Director of the Company.  | 99.9996           | 0.0004          | Special            |
| 10                        | Re-appointment of Mr. Mukesh Dhruve (DIN: 00081424), as a Whole-time Director of the Company.   | 99.9995           | 0.0005          | Special            |

Based on the Consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of 26th Annual General Meeting have been duly approved by the shareholders with requisite majority.



Date: September 16, 2019



CHAIRMAN'S INITIALS