

October 14, 2020

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 of 27th Annual General Meeting (“AGM”)

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith the Notice of 27th Annual General Meeting of the Company for the Financial Year 2019-20.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice convening the AGM and the Annual Report of the Company for the financial year 2019-20 has been sent to all the members of the Company whose email addresses are registered with the Company or Depository Participant(s).

The AGM of the Company will be held on Saturday, November 7, 2020, at 3.30 p.m. through Video Conferencing/ Other Audio Visual Means in accordance with the aforesaid circulars.

The Notice of AGM along with the Annual Report for the financial year 2019-20 is also being made available on the website of the Company i.e. www.reproindia ltd.com

This is for your information and records.

Thanking you,

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



Kajal Damania
Company Secretary & Compliance Officer

Encl: As Above

NOTICE

NOTICE is hereby given that the Twenty Seventh (27th) Annual General Meeting of the Company will be held on Saturday, November 7, 2020 at 3.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the business set out below:

ORDINARY BUSINESS:

1. To consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors' and 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.
3. **Appointment of Statutory Auditor**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary 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."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary 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."

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

Sd/-

Kajal Damania

Company Secretary & Compliance Officer

Place: Mumbai

Date: July 31, 2020

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 global outbreak of COVID-19, the Ministry of Corporate Affairs ("**MCA**"), has vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" and General Circular No. 20/2020 dated May 05, 2020, in relation to "Clarification on holding of Annual General Meeting ("**AGM**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**") (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: COVID-19 pandemic" ("**SEBI Circular**") have permitted the holding of the AGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (**the "Act"**) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**the "Rules"**), as amended from time to time, read with the MCA Circulars, SEBI Circular and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") the AGM of the Company is scheduled to be held on Saturday, November 7, 2020 at 3.30 p.m. through VC/OAVM and the voting for items to be transacted in the Notice to this AGM only through electronic voting process ("**e-voting**").
2. The deemed venue for 27th AGM shall be the Registered Office of the Company at 11th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel, Mumbai 400013.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the AGM is annexed hereto.
4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the 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 is annexed.
5. 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 pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its 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.com
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM facility.
8. The Register of Members and Share Transfer Books of the Company will remain closed from November 1, 2020 to November 7, 2020 (both days inclusive).

9. 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 at the AGM.
10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. 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.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or its Registrar and Transfer Agents, Link Intime India Private Limited ("LIPL") for assistance in this regard.
13. 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. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to LIPL in case the shares are held in physical form.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before November 3, 2020 through email on investor@reproindia ltd.com. The same will be replied by the Company suitably.
15. 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 2019-20, the Company has transferred the unclaimed or unpaid final dividend for the financial year 2011-2012 to the IEPF.

In the year 2020-21, the Company transferred the unclaimed or unpaid dividend for the financial year 2012-2013 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

16. 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.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice convening the 27th AGM of the Company and the Annual Report along with the process of e-voting is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.reproindia ltd.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>
18. 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.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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., to their DPs in case the shares are held by them in electronic form and to LIPL in case the shares are held by them in physical form.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. Instructions for e-voting and joining the AGM are as follows:

A. Voting through electronic means:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides to its Shareholders / Members the facility to exercise their right to vote on resolutions proposed to be considered at the Twenty Seventh (27th) AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system, through the e-Voting platform provided by NSDL on all the resolutions set forth in this Notice.

The instructions for Members voting electronically are as under:

- (i) The remote e-voting period begins at 9.00 a.m. on Wednesday, November 4, 2020, and ends at 5.00 p.m. on Friday, November 6, 2020. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, October 31, 2020, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (ii) The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

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: <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” section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. 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.
4. 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*****
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***

5. 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’ 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.

6. 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.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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 on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

- Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dinesh.deora@yahoo.com with a copy marked to evoting@nsdl.co.in.
- 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.

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. E-mail: evoting@nSDL.co.in/pallavid@nSDL.co.in, Tel: 91 22 2499 4545/ 1800-222-990.

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	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 (self attested 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: a) Name and Branch of the Bank, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	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.

2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on October 31, 2020 i.e. the cut-off date.
3. 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.
4. Once the vote on a resolution is cast by the members, such members shall not be allowed to change it subsequently.
5. 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.
6. Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS: 5683) has been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
7. 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.
8. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote

e-voting and make, not later than 48 hours of conclusion of the AGM, 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.

9. The results declared along with Scrutinizer Report shall be placed on the Company's website investor@reproindialtd.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:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsd.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
2. 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.
3. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
4. 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.
5. 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@reproindialtd.com on or before November 3, 2020. The same will be replied by the company during the AGM.

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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to investor@reproindialtd.com

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), AADHAAR (self attested scanned copy of Aadhaar Card) to investor@reproindialtd.com

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

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

Place: Mumbai
Date: July 31, 2020

Sd/-
Kajal Damania
Company Secretary & Compliance Officer

ANNEXURE TO NOTICE

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

Item No. 3:

It is proposed to appoint M/s. MSKA & Associates, Chartered Accountants, having FRN.: 105047W as a Statutory Auditor of the Company pursuant to the applicable provision of the Companies Act, 2013 (the Act).

As confirmed by the said proposed auditor, it is eligible for appointment and their appointment if made would be within the prescribed limits and shall be in accordance with the conditions and criteria as prescribed in section 141 and other applicable provisions of the Act and Rules made thereunder.

The Audit Committee and the Board has, considering the experience and competency of the proposed auditors, requirement of the Company and other relevant aspects, recommended the appointment of M/s. MSKA & Associates, Chartered Accountants as a Statutory Auditor of the Company pursuant to provisions of the Companies Act, 2013 and other applicable statutory provisions. The Audit Committee is of the view that considering the experience of partners and profile of the Firm, it is appropriate to recommend the appointment.

The fees / remuneration of the Auditor shall be ₹ 20 lakhs for the financial year basis for statutory audit, issue of audit reports, issue of limited review reports and service relating thereto, audit of internal financial control relating financial reporting and reports or certificates to be issued as a statutory auditor. Aforesaid audits and reports includes for standalone and consolidated financial statements. In case the Auditor ceased as auditor due to whatsoever reason, before completing audit or non issue of audit report or limited review for relevant financial year / quarter, the fees shall be as may be determined by the Board of Directors of the Company. In case the Auditor resign or ceased as such, it shall complete audit / limited review and issue report as per the SEBI Regulation 2015 and circulars issued by SEBI in this respect. It is proposed to authorize the Board to vary the fees as per requirement of the Company.

Accordingly, the Audit Committee and Board of the Company has considered and recommended for the appointment of M/s. MSKA & Associates, Chartered Accountants as a Statutory Auditor of the Company as mentioned in the resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution relating to appointment of Auditor as set at Item No. 3 of the Notice for the approval by the Shareholders of the Company.

Item No. 4:

The Board of Directors on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Sanjay Asher (DIN 00008221) as an Additional Director of the Company with effect from November 4, 2019 in the category of a Non-Executive Independent Director in order to broadbase the Board and bring in professional expertise to the Board. In accordance with Section 161(1) of the Companies Act, 2013, Mr. Sanjay Asher holds office upto the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company in the category of a Non-Executive Independent Director.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Sanjay Asher, is in any way, interested or concerned in this resolution.

The Board recommends the Resolution set out at item no. 4 of the Notice for the approval by the Shareholders of the Company.

By Order of the Board of Directors
For **Repro India Limited**
Sd/-

Place: Mumbai
Date: July 31, 2020

Kajal Damania
Company Secretary & Compliance Officer

Registered Office:
11th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013
CIN: L22200MH1993PLC071431
Email: investor@reproindia.com Website: www.reproindia.com
Tel: +91-022-71914000; Fax: +91-022-71914001

ANNEXURE TO ITEM 2 & 4 OF THE NOTICE

Details of Directors seeking re-appointment at the AGM

[In pursuance to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meeting]

1. Mr. Mukesh Dhruve

Name of the Director	Mr. Mukesh Dhruve
Director Identification Number (DIN)	00081424
Date of Birth (Age)	April 28, 1960 (60)
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. 2 of the Notice convening AGM on September 30, 2020, is proposed to be re-appointed as a Whole-time Director of the Company.
Remuneration last drawn (including sitting fees, if any)	46,86,000/-
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.
No. of shares held in the Company	2,00,500
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 (F.Y 2019-20)	5

2. Mr. Sanjay Asher

Name of the Director	Mr. Sanjay Asher
Director Identification Number (DIN)	00008221
Date of Birth (Age)	November 26, 1964 (56)
Nationality	Indian
Date of first appointment on the Board	November 4, 2019
Qualifications	B.Com, FCA, LLB and Solicitor
Terms and Conditions of Appointment / Reappointment	As per the resolution at item no. 4 of the Notice convening AGM on September 30, 2020 read with explanatory statement thereto, Mr. Sanjay Asher is proposed to be appointed as a Non-Executive Independent Director of the Company.
Remuneration last drawn (including sitting fees, if any)	70,000/-
Expertise in specific functional areas	Mr. Sanjay Asher is a Bachelor in Commerce and a Bachelor of Law from the Mumbai University. He is a qualified Chartered Accountant. He has been a practising advocate since 1989 with M/s Crawford Bayley & Co. He was admitted as a Solicitor in the year 1993 and is a partner of M/s. Crawford Bayley & Co. since 2000.
No. of shares held in the Company	NIL
Directorships held in other Listed Companies	Deepak Nitrite Limited; Sudarshan Chemical Industries Limited; Tribhovandas Bhimji Zaveri Limited; Ashok Leyland Limited; Indusind Bank Ltd; Sonata Software Limited
Memberships of Committees in other listed Companies	<u>Deepak Nitrite Limited:</u> Audit Committee - Member <u>Sudarshan Chemical Industries Limited:</u> Audit Committee - Member Stakeholders Relationship Committee - Chairman Nomination and Remuneration Committee - Member <u>Tribhovandas Bhimji Zaveri Limited:</u> Nomination and Remuneration Committee - Member <u>Ashok Leyland Limited:</u> Audit Committee - Chairman Stakeholders Relationship Committee - Chairman <u>Indusind Bank Ltd:</u> Audit Committee - Chairman Nomination and Remuneration Committee - Member Corporate Social Responsibility - Member

Name of the Director	Mr. Sanjay Asher
	<p><u>Sonata Software Limited:</u> Audit Committee - Member Nomination and Remuneration Committee - Chairman</p>
Relationships between the Directors inter-se	NIL
Number of Board Meeting Attended (F.Y 2019-20)	1
Justification for Appointment of Independent Director	<p>Mr. Sanjay Asher is presently a senior partner with Crawford Bayley & Co., which is India's oldest law firm, established in 1830.</p> <p>Mr. Asher holds a Bachelor's degree in Commerce and a Bachelor's degree in Law from the University of Bombay. He has been a practising advocate since 1991, and was admitted as a solicitor in 1993. He is also a qualified Chartered Accountant.</p> <p>He specializes in the fields of Corporate Law and Commercial Law, cross border M&A, joint ventures, and capital markets, and advises large, medium and small business enterprises on these subjects.</p> <p>He has authored several articles published in national and international publications and also co-authored a book on the Companies Act, 2013, which was published by CCH, a Wolters Kluwer publication.</p>