

July 31, 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)**

**Sub: Annual Secretarial Compliance Report**

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2020.

This is for your information and record.

Thanking you,

Yours faithfully,  
**For Repro India Limited**



**Kajal Damania**  
**Company Secretary & Compliance Officer**

Encl.: As Above



# Yogesh Patel & Associates

## Company Secretaries

### Secretarial Compliance Report of Repro India Limited For The Financial Year Ended 31<sup>st</sup> March, 2020

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 Patel*

Add: C-209, Panchsheel-3, Raheja Township, Malad- East, Mumbai-400097

Mobile No. : 9769270638

Email : csyogesh87@gmail.com



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## 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:-

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Mr. Krishnamurthy Padmanabhan (DIN: 00013565) Non-Executive Independent Director is disqualified by Registrar of Companies u/s 164 (2) for period from 01/11/2016 to 31/10/2021	Mr. Krishnamurthy Padmanabhan - is Disqualified to continue as Director	Mr. Krishnamurthy Padmanabhan - has resigned from the board on 14/06/2019

(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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## 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.
1	National Stock Exchange of India Limited & BSE Limited	non-compliant/delayed complied with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, regulation 17(1) - non appointment of requisite number of Independent Directors	The Company has paid the Fine amount as charged by the Exchange	Due to Resignation of Mr. Krishnamurthy Padmanabhan as stated in our previous report, the Company was not able to appoint Independent director to replace him within reasonable period. However on 4.11.2019 the Company has appointed Mr. Sanjay Asher to fulfill Compliance requirement.

*Yogesh N. Patel*

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## Company Secretaries

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

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
1.	Mr. Krishnamurthy Padmanabhan (DIN: 00013565) Non-Executive Independent Director is disqualified by Registrar of Companies u/s 164 (2) for period from 01/11/2016 to 31/10/2021	Mr. Krishnamurthy Padmanabhan (DIN: 00013565) Non-Executive Independent Director is disqualified by Registrar of Companies u/s 164 (2) for period from 01/11/2016 to 31/10/2021	Mr. Krishnamurthy Padmanabhan - has resigned from the board on 14/06/2019 and the Company has appointed Mr. Sanjay Khatau Asheron 04/11/2019	The Company has taken a corrective measures to comply with our previous comments.
No reportable observations				

For Yogesh Patel & Associates  
Company Secretaries

*Yogesh N. Patel*

Yogesh Patel  
ACS No. 28275  
CP No. 20553



Place: Mumbai  
Date: July 31, 2020

UDIN: A028275B000540446

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