

August 7, 2018

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 25th Annual General Meeting

We are pleased to enclose herewith copy of the Minutes of the 25th Annual General Meeting held on August 01, 2018.

This is for your information and records.

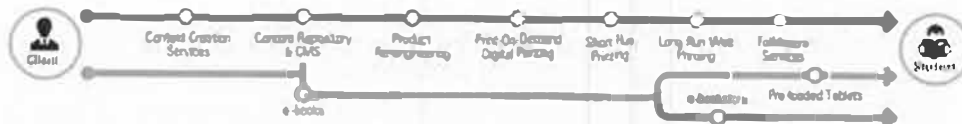
Thanking you,

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: L22200MH1943PLC071431

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 Suraj 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 25TH ANNUAL GENERAL MEETING OF REPRO INDIA LIMITED HELD ON WEDNESDAY, THE 01ST DAY OF AUGUST, 2018 AT 11:30 A.M. AT THE M.I.G. CRICKET CLUB, GALAXY HALL, 2ND FLOOR, M.I.G. COLONY, BANDRA (EAST), MUMBAI 400 051

Members Present:

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 Non-Independent Director / Member
Mr. P. Krishnamurthy	Non-Executive Independent Director and Chairman - Audit Committee
Dr. Jamshed Irani	Non-Executive Independent Director
Mrs. Mahalakshmi Ramadorai	Non-Executive Independent Director/Member
Mr. Ujjal R. Bhat	Non-Executive Independent Director/Member
Ms. Bhumika Batra	Non-Executive Independent Director

Leave of Absence was granted to Mr. Alyque Padamsee due to other prior commitments.

105 members were present in person.

Repro Enterprises Private Limited holding 5537643 number of shares representing 48.17% of the equity share capital represented by Mr. Sanjeev Vohra.

106 Members totally holding 6763752 shares representing 58.83% of the equity share capital were present.

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 Fifth Annual General Meeting (AGM) of the Company.

He then introduced the Directors present on the Dias.

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.

Notice Convening the Annual General Meeting:

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

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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 24, 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, MMJC & Associates LLP, Practicing Company Secretaries, about appointment of the Statutory Auditor for a period of two years instead of five consecutive years under Section 139(1) of the Companies Act, 2013.

Chairman's Speech:

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

The last 10 years have seen paradigm shifts in the way people do business. Internet has changed the playing field dramatically. And one of the main innovations that has driven this change is aggregation.

The emergence of aggregation

It's been an exciting year. The world has experienced more change in the last 10 years than it has in the last entire century. If 10 years ago, anyone had predicted that the average person would do his or her shopping on a phone, that prediction would have been met with disbelief. But we are in 2018 and the reality has hit.

Companies like Uber, Airbnb, Zomato, among others, have changed the way people shop and use services by creating tech based platforms where buyers and sellers can come together.

What these companies are doing in the people transport, travel, food and other industries, Repro is doing in the publishing industry. And all this is possible because of the e-commerce revolution.

Being Future Ready

We are set to harness technology to greater effect and build newer platforms to increase business opportunities and explore new models of growth. The future looks very exciting.

We look forward to an exciting year, where we expect much of our investment of the current year to pay off not just financially, but with the satisfaction of truly having made a difference to readers and publishers by making more books available to more readers everywhere.

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 Dr. Pramod Khera, Executive Director 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.



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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 that 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 (LIPL) in respect of all the items to be transacted at this AGM. The remote e-voting period commenced on July 28, 2018 at 9.00 a.m. and ended on July 31, 2018 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:

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, 2018 together with the Reports of the Board of Directors and Auditors thereon.

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

RESOLUTION:

"RESOLVED THAT the Audited (Standalone and Consolidated) Financial Statements for the Financial Year ended March 31, 2018 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 Mr. Rajeev Vohra (DIN: 00112001), who retires by rotation and being eligible, seeks re-appointment.

Mr. Prasad Manjrekar a member of the Company proposed the following resolution and the same was seconded by Mr. Kiran Naik, another member of the Company.



CHAIRMAN'S INITIALS

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RESOLUTION:

"RESOLVED THAT Mr. Rajeev Vohra (DIN: 00112001), 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:

The Chairman moved the resolution to re-appoint M/s. B S R & CO., LLP, as the Statutory Auditors of the Company.

Mr. Yusuf Rangwala a member of the Company proposed the following resolution and the same was seconded by Mr. Mahesh Makhija another member of the Company.

RESOLUTION:

"RESOLVED THAT pursuant to provision of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) M/s. B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022) be and is hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirtieth (30th) Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Audit Committee."

SPECIAL BUSINESS**Item No. 4:**

The Chairman moved the Special resolution for re-appointment of Dr. Pramod Khera (DIN: 00235308) as a Whole-time Director of the Company.

Mr. Bimal Panchal a member of the Company proposed the following resolution and the same was seconded by Mr. Tushar Sodha, 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 Dr. Pramod Khera (DIN: 00235308) as a Whole-time Director of the Company for a further period of 5 years from the expiry of his present term of office, that is, with effect from May 17, 2018 on the same terms and conditions including remuneration subject to the same not exceeding the limits specified in Section 197 and Schedule V to the Companies Act, 2013.

(I) Remuneration :

- a) Salary : Not exceeding Rs.14,00,000 per month
- b) Commission: At such a rate as may be determined by the Board pursuant to the provisions of the Companies Act, 2013, and not exceeding 5% of the net profits of the Company for each financial year of the Company.


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c) Perquisites :

1. Medical Reimbursement ; Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical expenses for self and family subject to a ceiling of three month's last drawn salary per year .
2. Leave Travel Concession : Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad in accordance with the rules of the Company.
3. Club Fees : Subscription of or reimbursement of membership fees of two clubs in India or abroad including admission and life membership fees.
4. Medical Insurance and Personal Accident Insurance : Medical Insurance and Personal Accident Insurance Policy for an amount, the annual premium of which shall not exceed Rs.50,000 per annum.
5. Life/Term Insurance: The Company shall pay personal life/term insurance premium subject to a limit as may be decided by the Board from time to time.
6. The Company's Contribution to provident fund, superannuation fund or annuity fund.
7. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service .
8. Encashment of leave for every year of completed service at the end of the tenure.
9. Other perquisites: Subject to the overall ceiling on remuneration mentioned herein below, he shall be entitled to any other allowances, benefits and perquisites as the Board of Directors may from time to time decide.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost

For the purposes of Perquisites stated above, "Family" means the spouse, dependent children and dependent parents of the Whole Time Director.

10. Amenities :

Car and Telephone: The Company shall provide car for use on Company's business and telephone , internet broadband at the residence, personal long distance calls on telephone and use of car for private purpose shall be billed by the Company. The Chairman is also entitled to reimbursement of all actual expenses, including entertainment and travelling incurred in the course of the Company's business.

(II) Overall Remuneration:

The aggregate of salary, commission and perquisites in any financial year shall not exceed the overall ceiling laid down in Sections 196, 197 and 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said act as may for the time being in force.

(III) Minimum Remuneration:

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any of the financial years during the tenure of Dr. Pramod Khera as a Whole-time Director of the Company, he shall be entitled to receive and be paid the substantive

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remuneration mentioned in 1 above, but excluding Commission, as minimum remuneration and such remuneration shall be governed by the limits prescribed under Section 11 of Part II of Schedule V (as amended) of the Companies Act, 2013 as may for the time being in force, and as may be decided by the Board of Directors and subject to such sanctions and approvals as may be necessary.

RESOLVED FURTHER THAT the Board ("the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors may in its discretion pay to the Directors any remuneration lower than the maximum remuneration hereinbefore stipulated and revise the same from time to time, within the maximum limits stipulated by this resolution.

RESOLVED FURTHER THAT employment agreement with the Whole-time Director be and is hereby authorized to be signed by any two directors, for and on behalf of the Company.

RESOLVED FURTHER THAT any of the Director of the Company or the Company Secretary be and is hereby authorized severally to file all forms with the Registrar of Companies and other statutory authorities as are necessary and appropriate 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 1:25 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 August 2, 2018 based on the report of the Scrutinizer dated August 1, 2018 on the website of the Stock Exchanges and the website of the Company and the details of the results are enclosed as Annexure 1 to the Minutes.

Vinod Vohra

**VINOD VOHRA
CHAIRMAN**

PLACE: MUMBAI

TIME OF COMMENCEMENT: 11.30 A.M.

TIME OF COMPLETION: 1.25 P.M.

DATE OF ENTRY IN MINUTES BOOK: AUGUST 7, 2018

DATE OF SIGNING: AUGUST 7, 2018

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CHAIRMAN'S INITIALS

HELD AT _____

ON _____

TIME _____

Annexure I

25TH ANNUAL GENERAL MEETING HELD ON AUGUST 01, 2018

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
Ordinary Business:				
1	To receive, consider, approve and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.	99.9999	0.0001	Ordinary
2	Re-appointment of a Director in place of Mr. Rajeev Vohra (DIN: 00112001), who retires by rotation and being eligible, seeks re-appointment.	100.00	0.00	Ordinary
3	Re-appointment of M/s B S R & Co LLP. as the Statutory Auditors of the Company.	100.00	0.00	Ordinary
Special Business:				
4	Re-appointment of Dr. Pramod Khera (DIN: 00235308), as a Whole-time Director of the Company.	99.9999	0.0001	Special

Based on the Consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of 25th Annual General Meeting have been duly approved by the shareholders with requisite majority.

Date: August 7, 2018



 CHAIRMAN'S INITIALS