

NOTICE

NOTICE is hereby given that the Twenty Fourth (24th) Annual General Meeting of the Company will be held on Wednesday, August 30, 2017 at 3.30 p.m. at M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East), Mumbai 400 051 to transact the business set out below:

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, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mukesh Dhruve (DIN: 00081424), who retires by rotation and being eligible, seeks re-appointment.
3. To consider the re-appointment of the Statutory Auditor of the Company and fix their remuneration and if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to provision of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under, as amended from time to time M/s. B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022) be and are hereby appointed as Statutory Auditors of the Company, for the term of 2 (two) years from the conclusion of this Annual General Meeting to the conclusion of the Twenty Sixth (26th) Annual General Meeting of the Company, subject to ratification in every Annual General Meeting and on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Audit Committee.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Ms. Bhumika Batra (DIN: 03502004), who was appointed as an Additional Director of the Company with effect from November 11, 2016 by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

“**RESOLVED THAT** pursuant to provisions of Section 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), Ms. Bhumika Batra (DIN: 03502004), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act, to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received

a notice in writing under Section 160 of the Act, from a member, proposing her candidature for the office of the Director, be and is hereby appointed as non-executive Independent Director of the Company under the Act, to hold office for a term of five consecutive years, from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

5. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Register and Index of Members Register under Section 88 of the Companies Act, 2013 or any other documents as may be required, at the office of the Registrar and Share Transfer Agent of the Company viz Link Intime India Pvt. Ltd., C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 or any other of its office or place within the Mumbai city.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.”

By Order of the Board of Directors
For Repro India Limited

Sd/-
Dimple Chopra
Company Secretary
& Compliance Officer

Place: Mumbai
Date: May 8, 2017

REPRO INDIA LIMITED

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-

eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.

3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 (hereinafter called “the Act”) and the Rules made there under, a person can act as a proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total issued and paid up Share Capital of the Company. A member holding more than ten percent (10%) of the total issued and paid up Share Capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. The Register of Members and Share Transfer Books of the Company will remain closed from August 24, 2017 to August 30, 2017 (both days inclusive).
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or its Registrar and Transfer Agents for assistance in this regard.
6. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the prescribed form and send the same to the office of the Registrar and Transfer Agent of the Company.
7. Members are requested to handover the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
8. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
9. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members seeking any information with regard to the accounts are requested to write to the Company, which should reach the Company at an early date, so as to enable the Management to keep the information ready at the meeting. Replies will be provided only at the Annual General Meeting.
11. In terms of Section 123 of Companies Act, 2013 and Sections 205A, 205C of the Companies Act, 1956 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). Accordingly, during the year 2016-17, the Company has transferred the unclaimed or unpaid final dividend for the financial year ended March 31, 2009 to the IEPF. In the year 2017-18, the Company would be transferring the unclaimed or unpaid dividend for the year ended March 31, 2010 to IEPF on or before September 27, 2017. Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF.
12. 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.

13. Members are requested to bring their attendance slip duly completed and signed as per the specimen signature lodged with the company along with their copy of the Annual Report (2016-17) to the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
14. Electronic copy of the Notice convening the 24th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form and the Ballot form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 24th Annual General Meeting of the Company, along with the Annual Report, the process of e-voting and the Attendance slip and Proxy form and Ballot form is being sent to the members in the permitted mode.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notice, Circular, etc., from the Company in electronic mode.
16. Members may note that the Notice convening the 24th Annual General Meeting, Annual Report, Attendance slip, Proxy form and e-voting instructions are also available on the Company's website i.e. www.reproindialtd.com
17. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during (3.00 pm to 5.00 pm) on all working days, upto and including the date of the Annual General Meeting of the Company.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
19. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
20. Voting through electronic means:

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 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 Fourth (24th) Annual General Meeting (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 CDSL on all the resolutions set forth in this notice that the facility for voting either through electronic voting systems or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 9.00 a.m. on Saturday, August 26, 2017, and ends at 5.00 pm on Tuesday, August 29, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, August 23, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for the relevant Company Name i.e. Repro India Limited on which you choose to vote.
 - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for Non – Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
21. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 23, 2017 i.e. the cut-off date.
22. The members who have casted their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again.

23. Once the vote on a resolution is cast by the members, such members shall not allowed to change it subsequently.
24. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS: 5683) at the Registered Office of the Company not later than Tuesday, August 29, 2017 (5.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investor@reproindia ltd.com by mentioning their Folio/DPID and Client ID No. However the duly completed Ballot Form should reach the Registered Office of the Company not later than Tuesday, August 29, 2017 (5.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

25. Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS: 5683) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
26. The Scrutinizer shall, within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
27. The results declared along with Scrutinizer Report shall be placed on the Company's website www.reproindia ltd.com and on the CDSL website <http://www.cdslindia.com/evoting/live-evoting.html> within 2 (two) days of passing of the Resolutions at AGM of the Company on Wednesday, August 30, 2017 and communicated to NSE and BSE where the shares of the Company are listed.

By Order of the Board of Directors
For Repro India Limited

Sd/-
Dimple Chopra
Company Secretary
& Compliance Officer
Membership No: A21392

Place: Mumbai
Date: May 8, 2017

Annexure to Notice

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013**

Item No. 4:

The Board of Directors on the recommendation of the Nomination & Remuneration Committee had appointed Ms. Bhumika Batra (DIN 03502004) as an Additional Director of the Company with effect from November 11, 2016 in the category of a Non-Executive Independent Director in order to broaden the Board and bring in professional expertise to the Board. In accordance with Section 161(1) of the Companies Act, 2013, Ms. Bhumika Batra 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. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member along with the requisite deposit proposing the candidature of Ms. Bhumika Batra as a Director of the Company.

None of the Directors or Key Managerial Personnel or their relatives, except Ms. Bhumika Batra, 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.

Item No. 5:

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a General Meeting of the Company. Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents at the office of the Registrar and Transfer Agent ("RTA"), Link Intime India Pvt. Ltd., C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 or any other its office or place within the Mumbai city.

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

The Board recommends the Resolution set out at item no. 5 of the Notice for the approval by the Shareholders of the Company.

By Order of the Board of Directors
For Repro India Limited

Sd/-
Dimple Chopra
Company Secretary
& Compliance Officer

Place: Mumbai

Date: May 8, 2017

REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company on or before Friday, August 25, 2017, so that the answers/details can be kept ready at the AGM.

ANNEXURE TO ITEMS 2 AND 4 OF THE NOTICE

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting

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

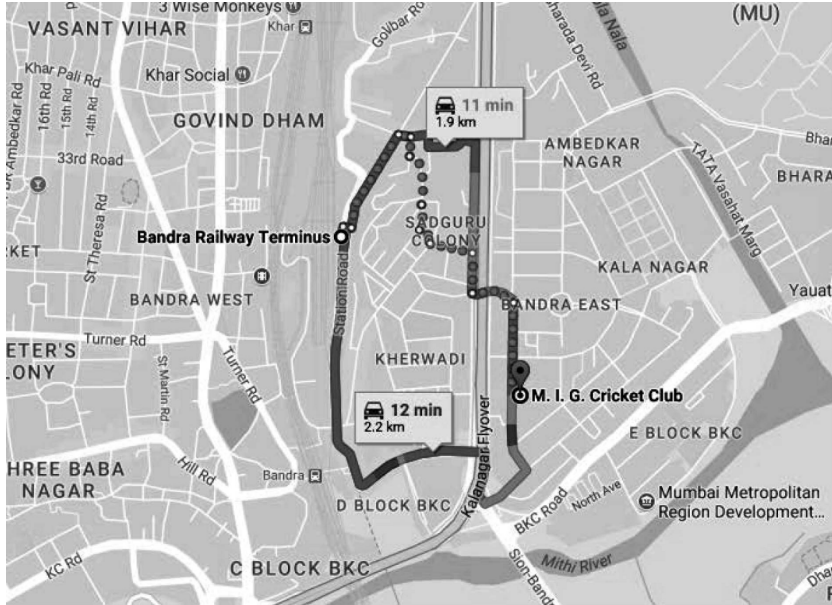
Name of the Director	Mr. Mukesh Dhruve	Ms. Bhumika Batra
Director Identification Number (DIN)	00081424	03502004
Date of Birth (Age)	April 28, 1960 (57)	August 11, 1981 (36)
Nationality	Indian	Indian
Date of first appointment on the Board	December 28, 1993	November 11, 2016
Qualifications	B.Com, FCA	Masters in Law, CS
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 2 of the Notice convening Annual General Meeting on August 30, 2017, Mr. Mukesh Dhruve is proposed to be re-appointed as a Whole-time Director, liable to retire by rotation.	As per the resolution at item no. 4 of the Notice convening Annual General Meeting on August 30, 2017 read with explanatory statement thereto, Ms. Bhumika Batra is proposed to be appointed as a Non-Executive Independent Director of the Company.
Remuneration last drawn (including sitting fees, if any)	₹ 22,47,600	₹ 25,000
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.	Ms. Bhumika Batra has over 14 years of experience in the field of Corporate Law. She has assisted in various Publications such as:- -Company Law Ready Reckoner 2014 - Transfer and Transmission of Shares – A treatise – 2005 - Asia Business Law Journal 2007
No. of shares held in the Company	200500	NIL
Directorships held in other Listed Companies	NIL	Sharp India Limited; Hinduja Ventures Limited; Patel Integrated Logistics Limited

Name of the Director	Mr. Mukesh Dhruve	Ms. Bhumika Batra
Memberships of Committees in other listed Companies	NIL	<u>Sharp India Limited:</u> Audit Committee - Chairman Nomination and Remuneration Committee - Member Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Member <u>Hinduja Ventures Limited:</u> Stakeholders Relationship Committee - Chairman
Relationships between the Directors inter-se	NIL	NIL
Number of Board Meeting Attended (F.Y 2016-17)	4	1
Justification for Appointment of Independent Director	NA	Ms. Bhumika Batra is an Associate Partner of M/s. Crawford Bayley & Co. She has over 14 years of experience in the field of Corporate Law. She is a Company Secretary and Member of Bar Council of Maharashtra and Goa. She received scholarship from London School of Economics for Masters in Law. She has assisted in various Publications such as: Company Law Ready Reckoner - 2014 Transfer and Transmission of Shares - A treatise - 2005 Asia Business Law Journal - 2007

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Venue:

M.I.G. Cricket Club,
Galaxy Hall, 2nd Floor,
M.I.G. Colony,
Bandra East,
Mumbai - 400 051



Landmark: Maratha Darbar Restaurant
Distance from Bandra Station: 1.9 Kms



CONTENT AGGREGATION
TO EFFECTIVE DISSEMINATION

REPRO INDIA LIMITED

Reg. Office : 11th Floor, Sun Paradise Business Plaza, 'B' Wing, Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013, India. Phone: 022-71914000 Fax: 022-71914001

CIN : L22200MH1993PLC071431

Email: investor@reproindia.com Website: www.reproindia.com

TWENTY FOURTH ANNUAL GENERAL MEETING ON AUGUST 30, 2017

PROXY FORM

Name of the member(s) :
Registered Address :
Email ID :
Folio No./DP ID/Client ID :

I /We, being the member(s) of **REPRO INDIA LIMITED**, holding _____ Shares of the Company, hereby appoint:

- Name Address
Email Id:..... Signatureor failing him/her
- Name Address
Email Id:..... Signatureor failing him/her
- Name Address
Email Id:..... Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fourth Annual General Meeting of the Company to be held at M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East), Mumbai - 400 051 on Wednesday, August 30, 2017 at 3.30 p.m. and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	For	Against
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, 2017 together with the Reports of the Board of Directors and Auditors thereon.		
2	Appointment of a Director in place of Mr. Mukesh Dhruve (DIN: 00081424), who retires by rotation and being eligible, seeks re-appointment		
3	Re-appointment of M/s B S R & Co. LLP, as the Statutory auditors of the Company		
Special Business			
4	Re-appointment of Ms. Bhumika Batra (DIN: 03502004), Additional Independent Director as an Independent Director		
5	Consider and approve change in place of keeping of Register of Members		

Signed this day of 2017

Signature of the Member.....

Signature of the Proxy holder (s)

Affix 1 Rupee
Revenue
Stamp

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person shall not act as a proxy for any other person or shareholder.
- **4. This is only optional. please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



CONTENT AGGREGATION
TO EFFECTIVE DISSEMINATION

REPRO INDIA LIMITED

CIN : L22200MH1993PLC071431

Reg. Office : 11th Floor, Sun Paradise Business Plaza, 'B' Wing, Senapati Bapat Marg, Lower Parel,

Mumbai – 400 013, India. Phone: 022-71914000 Fax: 022-71914001

Email: investor@reproindia.com Website: www.reproindia.com

TWENTY FOURTH ANNUAL GENERAL MEETING ON AUGUST 30, 2017

BALLOT FORM

- 1) Name and Registered Address :
of the Sole/First named
Shareholder
- 2) Name(s) of the Joint Holder(s) :
(If any)
- 3) Registered Folio No./ :
DP ID No. and Client ID No.
- 4) Number of Share(s) held :
- 5) I/We hereby exercise my / our vote(s) in respect of the resolutions set out in the Notice of the Twenty Fourth Annual General Meeting (AGM) of the Company to be held on Wednesday, August 30, 2017 by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Item No.	Resolution	Type of Resolution	No. of Shares	(For) (Against)	
				I/We assent to the resolution	I/We dissent to the resolution
1	To receive, consider, approve and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution			
2	Appointment of a Director in place of Mr. Mukesh Dhruve (DIN: 00081424), who retires by rotation and being eligible, seeks re-appointment.	Ordinary Resolution			
3	Re-appointment of M/s B S R & Co. LLP, as the Statutory auditors of the Company	Ordinary Resolution			
4	Re-appointment of Ms. Bhumika Batra (DIN: 03502004), Additional Independent Director as Independent Director	Ordinary Resolution			
5	Consider and approve change in place of keeping of Register of Members	Special Resolution			

Place : _____

Date : _____

Signature

Note: Please read the instructions overleaf carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the notice of the AGM.
4. The scrutinizer will collate the votes downloaded from the e-voting system and votes cast through ballot to declare the final result for each of the resolutions forming a part of the notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the scrutinizer Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS: 5683) at the Registered Office of the Company on or before August 29, 2017 at 5.00 p.m. alternatively, the Ballot can also be deposited in the box to be made available at the venue during the AGM.
2. The Ballot Form should be signed by the member as per the specimen signature registered with the Company/Depositories. In case of Joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration no. of POA registered with the Company or enclosing an attested copy of POA.
3. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on August 23, 2017 and as per the Register of Members of the Company.
6. A Member may request for a duplicate Ballot Form, if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutinizer to identify either the member or as to whether or as to whether votes are in favour or against or if signature cannot be verified.
8. The decision of the scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
9. The results declared along with the Scrutinizer's report, shall be placed on the Company's website: [www. reproindia ltd.com](http://www.reproindia ltd.com) within 2 (two) days of the passing of the resolutions at the AGM of the Company on August 30, 2017 and communicated to Bombay Stock Exchange Limited and The National Stock Exchange of India Limited, where the shares of the Company are listed.



REPRO INDIA LIMITED

CIN : L22200MH1993PLC071431

Reg.Office : 11th Floor, Sun Paradise Business Plaza, 'B' Wing, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, India

Phone: 022-71914000 Fax: 022-71914001

Email: investor@reproindia.com; Website: www.reproindia.com

TWENTY FOURTH ANNUAL GENERAL MEETING ON WEDNESDAY, AUGUST 30, 2017

ATTENDANCE SLIP

Registered Folio No. / DPID/Client ID	
Name and Address of the Member(s)	
Joint Holder 1 Joint Holder 2	
Number of Shares held	

I/We hereby record my/our presence at the **24th ANNUAL GENERAL MEETING** of the Company at M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East), Mumbai 400 051 on Wednesday , August 30, 2017 at 3.30 p.m.

Member's/Proxy name in Block Letters

Member's/Proxy's Signature

Please hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

✂-----

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	*Default PAN
170725005	

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Note:

Please read the instructions printed under the Note No. 20 to the Notice dated May 8, 2017 of the 24th Annual General Meeting. The Voting period starts from 09.00 a.m. on Saturday, August 26, 2017 and ends at 5.00 p.m. on Tuesday, August 29, 2017. The Voting module shall be disabled by CDSL for voting thereafter.

Proxy Form is attached to the AGM Notice.