

## NOTICE

NOTICE is hereby given that the Thirtieth (30<sup>th</sup>) Annual General Meeting ('AGM') of the Members of Repra India Limited ('the Company') will be held on **Wednesday, August 09, 2023** at **3:30 p.m.** (IST), through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following businesses:

### ORDINARY BUSINESS:

#### 1. Adoption of Audited (Standalone and Consolidated) Financial Statements

To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.

**"RESOLVED THAT** the Audited (Standalone and Consolidated) Financial Statements for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

#### 2. Appointment of Mr. Rajeev Vohra as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Rajeev Vohra (DIN: 00112001), who retires by rotation and being eligible, offers himself for re-appointment.

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajeev Vohra (DIN: 00112001) be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

#### 3. Re-appointment of Mr. Dushyant Mehta as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('Act') read with Schedule IV of the Act, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Dushyant Mehta (DIN: 00126977), who holds office upto December 28, 2023 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of five consecutive years commencing from December 29, 2023 till December 28, 2028, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Place: Mumbai  
Date: May 10, 2023

**Almina Shaikh**  
Company Secretary & Compliance Officer  
Membership No.: ACS 44431

### Registered Office:

11<sup>th</sup> Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013.  
CIN: L22200MH1993PLC071431 | Email: [investor@repraindia.com](mailto:investor@repraindia.com)  
Website: [www.repraindia.com](http://www.repraindia.com) | Tel: +91-022-71914000; Fax: +91-022-71914001

## Notes:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 19/2021 dated 8<sup>th</sup> December, 2021, 21/2021 dated 14<sup>th</sup> December, 2021 and 10/2022 dated 28<sup>th</sup> December, 2022 ('MCA Circulars'), has allowed the Companies to conduct the AGM through Video Conferencing/Other Audio-Visual Mode means ('VC/OAVM') till September 30, 2023. The Securities and Exchange Board of India ('SEBI') also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 ('SEBI Circular') has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and the Listing Regulations, the Company is convening the 30<sup>th</sup> AGM through VC/OAVM, without the physical presence of the Members at a common venue. The registered office of the Company shall be deemed to be the venue for the AGM.
2. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 3 of the accompanying Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2 & 3 pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matter of Special Business as appearing at Item No. 3 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
3. Pursuant to the provisions of the Act, this AGM is going to be held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this Notice.
4. Institutional Shareholders/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization, etc., with attested specimen signature authorizing their representative to attend the AGM through VC/OAVM on their 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](mailto:dinesh.deora@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [investor@reproindia ltd.com](mailto:investor@reproindia ltd.com)
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, August 03, 2023 to Wednesday, August 09, 2023 (both days inclusive).
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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.,
  - a. **For shares held in electronic form:** to their Depository Participants (DPs)
  - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. The Company has sent individual letter to the Members holding shares in physical form for furnishing the required details.
7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies

to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.reproindia ltd.com](http://www.reproindia ltd.com) and on the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited ('LIPL') at <https://www.linkintime.co.in/> It may be noted that any service request can be processed only after the folio is KYC Compliant.

### **Norms for furnishing of PAN, KYC, Bank details and Nomination:**

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents/details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on the Company's website [www.reproindia ltd.com](http://www.reproindia ltd.com) In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has sent an individual letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

8. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or LIPL, for assistance in this regard.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LIPL, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

10. 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. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.reproindia ltd.com](http://www.reproindia ltd.com) Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to LIPL in case the shares are held in physical form.
11. 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 during the AGM.
12. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company mentioning their email id, client id, folio number on or before August 07, 2023 through email on [investor@reproindia ltd.com](mailto:investor@reproindia ltd.com) The same will be replied by the Company suitably.
13. 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 consecutive years from the due 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 2022-2023, the Company has transferred the unclaimed or unpaid final dividend for the financial year 2014-2015 to the IEPF.

In the year 2023-24, the Company will transfer the unclaimed or unpaid dividend for the financial year 2015-2016 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](http://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](http://www.reproindia ltd.com)

14. Members desiring to inspect the statutory registers during the AGM may send their request in writing in advance to the Company at [investor@reproindia ltd.com](mailto:investor@reproindia ltd.com)
15. Members who wish to inspect the relevant documents referred to in the Notice can send a request through an email at [investor@reproindia ltd.com](mailto:investor@reproindia ltd.com) upto the date of the AGM.
16. Notice convening the 30<sup>th</sup> AGM of the Company and the Annual Report along with the process of e-voting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2022-2023 will also be available on the Company's website [www.reproindia ltd.com](http://www.reproindia ltd.com) websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
17. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

18. 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](http://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.
19. 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.
20. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same 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.
21. Instructions for e-voting and joining the AGM are as follows:

**A. Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended from time to time and Regulation 44 of the Listing Regulations, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if it/they have been passed at the AGM.

The instructions for Members voting electronically are as under:

- (i) The remote e-voting period begins at 9.00 a.m. on Sunday, August 06, 2023 and ends at 5.00 p.m. on Tuesday, August 08, 2023. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date ('record date') of Wednesday, August 02, 2023, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing August 06, 2023 to August 08, 2023 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

- (ii) The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

**Step 1:** Access to NSDL e-voting system

**Step 2:** Cast your vote electronically and join virtual meeting on NSDL e-voting system.

**Details on Step 1 are mentioned below:**





**I. Login method for remote e-voting and joining virtual meeting for Individual Shareholders/Members holding securities in demat mode.**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in dematerialized mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"><li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li><li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li><li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.</li><li>4. Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page.</li><li>5. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.</li></ol>

Type of shareholders	Login Method
	<p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>Select "Register Online for IDEAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp</a></li> <li>Please follow steps given in points 1-5 above.</li> </ol> <p><b>B. e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile phone.</li> <li>Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.</li> </ol> <p><b>C.</b> Shareholders/Members can also download NSDL mobile app "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) logging through their Depository Participants (DPs)	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</li> <li>Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



**II. Login method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 or by clicking the 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 / Member” section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. 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.
5. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

6. 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](mailto: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 ID’ 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.

7. 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](http://www.evoting.nsdl.com)
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. 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 and join General Meeting on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the companies system, in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
3. Now you are ready for e-voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the Depositories/Company 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@reproindia ltd.com](mailto:investor@reproindia ltd.com)
2. In case shares are held in demat mode, please provide DP ID Client ID (16 digit DP ID + Client ID 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@reproindia ltd.com](mailto:investor@reproindia ltd.com) If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login

method explained at step 1 (l) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

#### General Guidelines for Shareholders:

- 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 at 022-4886 7000 and 022-2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing demat account number / Folio number, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- The instructions for members for e-voting on the day of the AGM are mentioned in point number 21(A).

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	<p>Send a request to the Registrar and Transfer Agents of the Company, LIIPL at <a href="mailto:mt.helpdesk@linkintime.co.in">mt.helpdesk@linkintime.co.in</a> providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (selfattested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) for registering e-mail address. Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> <li>a) Name and Branch of the Bank,</li> <li>b) The Bank Account type,</li> <li>c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions</li> <li>d) 9 digit MICR Code Number, and</li> <li>e) 11digit IFSC Code</li> <li>f) A scanned copy of the cancelled cheque bearing the name of the first shareholder.</li> </ol>
Demat Holding	<p>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.</p>

- 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 02, 2023 i.e. the cut-off date.
- 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.
- Once the vote on a resolution is cast by the members, such members shall not be allowed to change it subsequently.
- 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](mailto: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.
- The Board of Directors has appointed Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS: 5683) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- 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 30 minutes after the conclusion of the Meeting.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit 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. The results will be announced within the time stipulated under the applicable laws.
- The results declared along with Scrutinizer Report shall be placed on the Company's website [www.reproindia ltd.com](http://www.reproindia ltd.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. INSTRUMENTS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. Members will be able to attend the AGM through 'VC/OAVM' or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsd.com> following the steps mentioned above for access to NSDL e-voting system. After successful login, you can see link of 'VC/OAVM' placed under Join meeting menu against company name. You are requested to click on 'VC/OAVM' link placed under "Join Meeting" menu.
- ii. 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.
- iii. Facility of joining the AGM through 'VC/OAVM' shall open 30 minutes before the time scheduled for the AGM.
- iv. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) /022-4886 7000 and 022-2499 7000 or contact Ms. Pallavi Mhatre, Sr. Manager at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) Kindly quote your name, DP ID-Client ID/folio no. and e-voting Event Number in all your communications.

- v. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at [investor@reproindia ltd.com](mailto:investor@reproindia ltd.com) on or before August 07, 2023 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id [investor@reproindia ltd.com](mailto:investor@reproindia ltd.com) will be allowed to express their views/ask questions during the AGM. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

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

Place: Mumbai  
Date: May 10, 2023

**Almina Shaikh**  
Company Secretary & Compliance Officer  
Membership No. ACS 44431

## ANNEXURE TO NOTICE

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

#### Item No. 3: Special Resolution

The Members of the Company at the 26<sup>th</sup> AGM held on August 31, 2019 appointed Mr. Dushyant Mehta as an Independent Director to hold the office for a term of five consecutive years with effect from December 29, 2018 till December 28, 2023 and he is eligible for re-appointment for the second term of five consecutive years i.e. from December 29, 2023 till December 28, 2028.

In terms of the provisions of Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company recommended to the Board of the Directors, the re-appointment of Mr. Dushyant Mehta.

In terms of provisions of Section 149(10) of the Act, an Independent Director shall hold the office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's Report. Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dushyant Mehta, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for the second term of five consecutive years from December 29, 2023. Further, Regulation 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 ('Listing Regulations'), effective January 01, 2022, provides that the appointment of an Independent Director of a listed entity, shall be subject to the approval of Shareholders/Members by way of a special resolution.

The Company has received declaration from Mr. Dushyant Mehta stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as the Director of the Company, if so appointed by the members. Further, the Company and the Independent Director have acted in accordance with the provisions specified in Schedule IV.

The Company has received all statutory disclosures/declarations from Mr. Dushyant Mehta, including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('the Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Dushyant Mehta during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on May 10, 2023, has considered, approved and recommended the re-appointment of Mr. Dushyant Mehta as an Independent Director for a second term of five years with effect from December 29, 2023, to the Board of Directors for their approval.

The Board of Directors at its meeting held on May 10, 2023 has approved the proposal for re-appointment of Mr. Dushyant Mehta as an Independent Director of the Company for a second term of five consecutive years with effect from December 29, 2023. In the opinion of the Board, Mr. Dushyant Mehta fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Director of the Company and is independent of the management.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Dushyant Mehta, the members are requested to approve the re-appointment of Mr. Dushyant Mehta as an Independent Director of the Company for a second term of five years effective from December 29, 2023 till December 28, 2028.

Additional information in respect of Mr. Dushyant Mehta, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.

Accordingly, the Board recommends the Resolution for approval of the members as a Special Resolution as set out in the item No. 3 of the Notice.

Except Mr. Dushyant Mehta, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the said resolution. Mr. Dushyant Mehta is not related to any Director of the Company.

## ANNEXURE TO THE NOTICE

### Details of the Directors seeking appointment/re-appointment at the AGM

[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meeting]

#### 1. Mr. Rajeev Vohra

##### Brief Profile:

Name of the Director	Mr. Rajeev Vohra
Director Identification Number (DIN)	00112001
Date of Birth (Age)	October 8, 1960 (62 years)
Nationality	Indian
Date of first appointment on the Board	April 01, 1993
Qualifications	Bachelor's degree in Commerce
Terms and Conditions of Appointment/Reappointment	As per the resolution at item no. 2 of the Notice Mr. Rajeev Vohra's office as a Director shall be subject to retirement by rotation.
Remuneration last drawn (including sitting fees, if any)	Nil
Expertise in specific functional areas	Mr. Rajeev Vohra has been associated with the Company since its inception as a Promoter. He has acquired considerable experience in Manufacturing, both on the technical and management front. Based on the experience, he introduced the efficient technical processes in the Company. He is instrumental in making strategic decisions for the Company. He currently heads the Offset and Digital Printing Business of the Company.
No. of shares held in the Company	25,000 Equity Shares
Directorships held in other Listed Companies	Nil
Memberships of Committees in other listed Companies	Nil
Names of listed entities from which resigned in the past three years	NA
Relationships between the Directors inter-se	Mr. Vinod Vohra and Mr. Sanjeev Vohra are brothers of Mr. Rajeev Vohra
Number of Board Meeting Attended (FY 2022-23)	4

## 2. Mr. Dushyant Mehta

### Brief Profile:

Name of the Director	Mr. Dushyant Mehta
Director Identification Number (DIN)	00126977
Date of Birth (Age)	October 02, 1955 (67 years)
Designation/ category of the Director	Non-Executive - Independent Director
Nationality	Indian
Date of first appointment on the Board	December 28, 1993
Qualifications	MBA in Marketing
Terms and Conditions of Appointment / Reappointment	As per the resolution at item no. 3 of the Notice, read with the explanatory statement thereto, Mr. Dushyant Mehta is proposed to be re-appointed as an Independent Director of the Company for the second term of 5 consecutive years.
Remuneration last drawn (including sitting fees, if any)	₹ 3,80,000/- during FY 2022-23
Brief Profile, Experience and Expertise in specific functional areas	Mr. Mehta has over 30 years of experience in marketing, advertising and sales with a focus on brand building, strategy and account planning. Having majored in marketing during his MBA, he has launched and built several FMCG and corporate brands at a national level. In his previous assignments he led the strategic and account planning team at Clarion Advertising, where he worked on brands like TVS and Ind Suzuki. As a head of Contract and Lintas, Mumbai, he worked on brands such as Grindlays, Parachute Coconut Oil and Cadbury's amongst others. As a long-time member of the advertising fraternity, he has served on the jury for the prestigious ABBY Awards and has also taken sessions on Management at various institutions. He has conceptualized and launched national media programmes including the Bournvita Quiz Contest, amongst others. He also founded and is the Chairman of Quadrum Solutions, a uniquely positioned content company with global clients.
No. of shares held in the Company	25,800 Equity Shares
Directorships held in other Listed Companies	Speciality Restaurants Limited
Memberships of Committees in other listed Companies	Member of Audit Committee of Speciality Restaurants Limited
Names of listed entities from which resigned in the past three years	-
Relationships between the Directors inter-se	NA
Number of Board Meeting Attended (F.Y 2022-23)	4
Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Repro India Limited is into the printing business, Mr. Mehta's rich experience in marketing is immensely beneficial to the Company for its exponential growth and expansion.