

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of Repra India Limited (CIN: L22200MH1993PLC071431), will be held on **Wednesday, September 13, 2023** at 4:00 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered office of the Company situated at 11th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

SPECIAL BUSINESS:

- 1. To consider and approve the issuance of Equity Shares on preferential basis to certain identified non-promoter persons/entities.**

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, and 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force) including any circulars and / or notifications issued by Ministry of Corporate Affairs (“MCA”), the applicable provisions of the Foreign Exchange and Management Act, 1999 and rules, regulations, notifications, circulars directions issued by the Reserve Bank of India and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “SAST Regulations”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/or the stock exchanges where the shares of the Company are listed and enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions (including but not limited to approval from the Competition Commission of India) and which may be agreed by the Board of Directors of the Company (“Board”), which term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its Committee for such purpose), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot at an appropriate time, in one or more tranches on a preferential basis, up to 11,11,108 equity shares of face value Rs. 10/- each (“Equity Shares”) for cash at a price of Rs. 765 per share, including a premium of Rs. 755 per share aggregating upto Rs. 850,000,000/- (Rupees Eighty Five Crores only) to the non – promoter categories of persons/entities as follows:

Sr. No.	Name	Category	No. of Equity Shares
1	Think India Opportunities Master Fund LP	Body Corporate / Non Promoter Group	6,53,594
2	Sapphire Intrex Limited	Body Corporate / Non Promoter Group	1,63,398
3	VPR Enterprises LLP	Body Corporate / Non Promoter Group	1,30,718
4	Astralit Investment Private Limited	Body Corporate / Non Promoter Group	98,039
5	GDN Investments Private Limited	Body Corporate/ Non Promoter Group	65,359
	Total		11,11,108

Provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue and on such terms and conditions, as are stipulated in the explanatory statement attached and as determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (**“Preferential Issue of Equity Shares”**).

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares be and is hereby fixed as August 14, 2023 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. September 13, 2023.

RESOLVED FURTHER THAT all such equity shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association & Article of Association of the Company and shall rank pari-passu in all respect including dividend with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Investors be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialled by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Investor for application of the Equity Shares pursuant to the preferential issue shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only. Further, the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations. The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of Listing Regulations and

other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or the Company Secretary of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

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

Sd/-

Almina Shaikh

Company Secretary & Compliance Officer

Place: Mumbai
Date: August 17, 2023

Registered & Corporate Office:

11th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
CIN: L22200M1993PLC071431
Website: www.reproindia ltd.com Email: investor@reproindia ltd.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 5th May, 2020 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 10/2022 dated 28th December, 2022 ('MCA Circulars'), has allowed the Companies to conduct the AGM/EGM 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 5th January, 2023 ('SEBI Circular') has provided certain relaxations from compliance with certain provisions of the Listing Regulations. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The deemed venue for the EGM shall be the Registered Office of the Company. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.
2. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice.
3. Institutional/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., authorizing their representative to attend the EGM 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 scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in and investor@reproindia ltd.com
4. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice convening the EGM of the Company along with the process of e-voting is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of the EGM will also be available on the Company's website www.reproindia ltd.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com
5. 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 EGM.
6. Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company on or before September 08, 2023 through email on investor@reproindia ltd.com. The same will be replied by the Company suitably.
7. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Members can join the EGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the EGM and the members can also join after the commencement of the EGM till the expiry of 30 minutes after such scheduled time by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited (“NSDL”) e-voting website at www.evoting.nsdl.com. The facility of participation at the EGM through VC/OAVM will be made available to at least 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 Personnel’s, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
9. Instructions for e-voting and joining the EGM are as follows:

A. 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 from time to time and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

The instructions for Members voting electronically are as under:

- (i) The remote e-voting period begins at 9.00 a.m. on Saturday, September 09, 2023, and ends at 5.00 p.m. on Tuesday, September 12, 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, September 06, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
- (ii) The details of the process and manner for remote e-voting are explained herein 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 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 in order to access e-voting facility.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 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. 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. 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. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com/. 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5 above. <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL : https://www.evoting.nsd.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. 3. 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. 4. 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. <p>C. 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;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com 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 provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) logging through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility. 2. 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. 3. 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.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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: <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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

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. 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.

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the one-time password (OTP) based login for casting the votes on the e-voting system of NSDL.

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 "EVEN" 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 e-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 General 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.

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 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.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to investor@reproindia ltd.com. If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (I) 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 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 .: 022-48867000 and 022-24997000 or send a request at evoting@nsdl.co.in.
- Members may send a request to 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 shareholders 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.

Process for registration of e-mail id and user ID/password for e-voting and updation of bank account mandate:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, LIPL at rnt.helpdesk@linkintime.co.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self- attested scanned copy of Aadhaar Card) for registering e-mail
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	<p>address. Following additional details need to be provided in case of updating Bank Account Details:</p> <p>a) Name and Branch of the Bank, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.</p>
Demat Holding	Please contact your Depository Participant (DP) and register your e-mail address and bank account details in your demat account, as per the process advised by your DP.

- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 06, 2023 i.e. the cut-off date.
- The members who have casted their vote by remote e-voting prior to the EGM may also attend/participate in the EGM 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. 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 M/s MMJB & Associates LLP, Company Secretaries, as the Scrutinizer to scrutinize the voting during the EGM 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 EGM through VC/OAVM but have not cast their votes by availing the e-voting facility. The e-voting module during the EGM 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 and on the website of NSDL <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- i. Members will be able to attend the EGM through 'VC/OAVM' or view the live webcast of the EGM provided by NSDL at <https://www.evoting.nsdl.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 General 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 EGM through VC / OAVM shall open 30 minutes before the time scheduled for the EGM.
- iv. All documents referred to in the said Notice, will be available electronically for inspection by the Members of the Company. Members seeking to inspect such documents can send an e-mail to investor@reproindia ltd.com
- v. Members who need assistance before or during the EGM, can contact NSDL on evoting@nsdl.co.in / 022-4886 7000 and 022-2499 7000 or contact Ms. Pallavi Mhatre, Sr. Manager at pallavid@nsdl.co.in. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
- vi. 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 on or before September 08, 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 will be allowed to express their views/ask questions during the EGM. 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 EGM.

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

Sd/-

Almina Shaikh

Company Secretary & Compliance Officer

Place: Mumbai

Date: August 17, 2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1:-

The Board of Directors of the Company (“Board”) in their meeting held on August 17, 2023, have approved the proposal for raising of funds for an amount upto Rs 850,000,000 (Rupees Eighty Five Crores Rupees only) and approved preferential allotment of securities of the Company to the proposed subscribers by way of issue of:

- (i) Upto 11,11,108 Equity shares having face value of Rs. 10/- each for cash at a price of Rs. 765/- per share, including a premium of Rs. 755/- per share aggregating upto Rs. 850,000,000/- (Rupees Eighty Five Crores only) to the Identified non – promoter categories of persons/entities as follows:

Sr. No.	Name	Category	No. of Equity Shares
1	Think India Opportunities Master Fund LP	Body Corporate / Non Promoter Group	6,53,594
2	Sapphire Intrex Limited	Body Corporate / Non Promoter Group	1,63,398
3	VPR Enterprises LLP	Body Corporate / Non Promoter Group	1,30,718
4	Astralit Investment Private Limited	Body Corporate / Non Promoter Group	98,039
5	GDN Investments Private Limited	Body Corporate/ Non Promoter Group	65,359
	Total		11,11,108

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI ICDR Regulations:

i.	The objects of the issue	The Issue proceeds will be used to invest in Digital business and to focus on technology, content acquisition and digitization, marketing and branding and human capital. The funds will also be utilized to meet the requirement of the Company including financial obligations, liabilities, working capital, general corporate purpose etc. and other expenses of general purpose, in such proportion and manner as the Board may determine from time to time about the utilization of the Issue proceeds.
ii.	The total number of shares or other securities to be issued	Up to 11,11,108 Equity shares having face value of Rs. 10/- each for cash at a price of Rs. 765/- per share, at premium of Rs 755/- per share, aggregating upto Rs. 850,000,000/-/- (Rupees Eighty Five Crores only) for cash.
iii.	The price or price band at which the allotment is proposed	The issue price is Rs. 765/- per Equity Share provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance as per the provisions under Chapter V of the SEBI ICDR Regulations.
iv.	Basis on which the price	The equity shares of Company are listed on Stock Exchange viz.

	<p>has been arrived at</p>	<p>BSE Limited and National Stock Exchange of India Limited (“NSE”) and are frequently traded in accordance with the ICDR Regulations.</p> <p>In terms of the applicable provisions of SEBI ICDR Regulations the price at which equity shares shall be allotted shall not be less than higher of the following:</p> <p>(a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or</p> <p>(b) the 10 trading days volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date.</p> <p>Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.</p> <p>The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price issue for the issue of Equity Shares.</p> <p>For the purpose of computation of the minimum specified price per Equity Share, the National Stock Exchange Limited has the higher trading volume and the minimum specified price is Rs. 606.07 (Six Hundred Six Rupees and Seven Paise only) per Equity Share and the price at which the Preferential Issue is being made is Rs. 765/- (Rupees seven hundred and sixty-five) against the price of Rs. 764.13/- which is determined in accordance with the SEBI ICDR Regulations (Rupees Seven hundred Sixty Four Rupees and Thirteen Paise only) per Equity Share [which has been higher than the minimum specified price per Equity Share]</p>
<p>v.</p>	<p>Name and address of the valuer who performed the valuation:</p>	<p>Name: Mr. Bhavesh Rathod Address: 12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066</p>
<p>vi.</p>	<p>The relevant date on the basis of which price has been arrived at</p>	<p>August 14, 2023 being the 30 days prior to the date of Extraordinary General Meeting i.e. September 13, 2023.</p>

vii. The class or classes of persons to whom the allotment is proposed to be made			Pre Issue		Post Issue*	
	Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	No. of Shares	%	No. of Shares	%
	Non-Promoter					
	Think India Opportunities Master Fund LP	Shashin Shah	Nil	Nil	6,53,594	4.55
	Sapphire Intrex Limited	1.Mr. Lalit Kumar Khaitan 2. Mr. Abhishek Khaitan	Nil	Nil	1,63,398	1.14
	VPR Enterprises LLP	1.Pranav Shah 2.Renuka Shah	50,000	0.38	1,80,718	1.26
	Astralit Investment Private Limited	1.Rajyavardhan Sonthalia 2.Riya Vijay Jindal 3.Shaurya Vardhan Sonthalia	26,051	0.20	1,24,090	0.86
	GDN Investments Private Limited	1.Gaurav Karnawat 2. Neelima Karnawat	Nil	Nil	65,359	0.46
	Promoter and Promoter group					
	There Is No Issue and Allotment to Promoter and Promoter Group					
* Assuming full subscription						
viii	Intention of Promoters, directors or key managerial personnel to subscribe to the offer	No Subscription by Promoter/Promoter Group				
ix.	The proposed time within which the allotment shall be completed	Under Regulation 170 of the SEBI ICDR Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.				

x.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Sr. No.	Name of the proposed Allottees	Percentage held (%)*
		1.	Think India Opportunities Master Fund LP	4.55
		2	Sapphire Intrex Limited	1.14
		3	VPR Enterprises LLP	1.26
		4	Astralit Investment Private Limited	0.86
		5	GDN Investments Private Limited	0.46
* assuming full subscription				
xi.	Change in control, if any in the Company that would occur consequent to the preferential offer	There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares of the Company.		
xii.	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	NIL		
xiii	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable		
xiv.	The Shareholding pattern of the Company before and after the allotment of securities under the preferential offer	Refer 'Annexure A'		
xv.	Lock-In Period	The Equity Shares issued, and Equity Shares being allotted pursuant to exercise of such warrants shall be subject to a Lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.		

xvi.	The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them an	Name of the proposed allottee (I)	Name of the Individual Who are Ultimate Beneficial Owners / possess ultimate control (II)	% of Pre and Post Preferential issue Capital Holding* (III)	Change in Control control, if consequent issue. (IV)
		Think India Opportunities Master Fund LP	Shashin Shah	Pre issue: Nil Post Issue: 4.55	No
		Sapphire Intrex Limited	1.Mr. Lalit Kumar Khaitan 2. Mr. Abhishek Khaitan	Pre issue: Nil Post Issue: 1.14	No
		VPR Enterprises LLP	1.Pranav Shah 2. Renuka Shah	Pre issue: 0.38 Post Issue: 1.26	No
		Astralit Investment Private Limited	1.Rajyavardhan Sonthalia 2.Riya Vijay Jindal 3. Shaurya Vardhan Sonthalia	Pre issue: 0.20 Post Issue: 0.86	No
		GDN Investments Private Limited	1.Gaurav Karnawat 2.Neelima Karnawat	Pre issue: Nil Post Issue: 0.46	No
*Post Issue Capital is after assuming full subscription					
xvii	Requirements as to re-computation of price:	Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than Ninety Trading days prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of SEBI ICDR Regulations.			
xvii	Listing	The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.			
xix.	Practicing Company Secretary's Certificate	MMJB & Associates LLP, Practicing Company Secretaries have issued a certificate confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI ICDR Regulations. A copy of the certificate will also available electronically for inspection. on any working days from 11.00 a.m. to 1.00 p.m. up to the date of the meeting. And also placed on the website of the Company at the link www.reproindia ltd.com			
xx.	Other Disclosures/Undertaking	i. It is hereby confirmed that neither the Company nor any of its Promoters or Directors is wilful defaulter and hence			

		<p>disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.</p> <p>ii. The proposed allottees have not sold/transferred any equity shares during the six months preceding the Relevant Date.</p> <p>iii. None of the member of promoter and promoter group have not sold/transferred any equity shares during the six months preceding the Relevant Date</p> <p>iv. Report of the registered valuer is neither prescribed under Article of Association of the Company nor required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.</p>
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Annexure A

Sr. No.	Category	Pre Issue No. of Shares as on 11/08/2023 (A)	% (B)	No. of Equity Shares to be Allotted (C)	Post Issue No. of Shares D= (A+C)*	% (E)*
A	Promoters and Promoter Group Holding:					
1.	Indian:					
	Individual/HUF	11,63,612	8.78	-	11,63,612	8.10
	Bodies Corporate	55,37,643	41.80	-	55,37,643	38.56
	Sub Total	67,01,255	50.58	-	67,01,255	46.66
2.	Foreign Promoters	-	-	-	-	-
	Sub Total (A)	67,01,255	50.58	-	67,01,255	46.66
B.	Non Promoter – Public:					
1.	Institution:	-	-			
a)	Institutional Investors	8,15,630	6.16	653594	14,69,224	10.23
b)	Foreign Bodies Corporate	-	-	-	-	-
2.	Non-Institution:					
a)	Individuals	4283093	32.33	-	42,83,093	29.83
b)	Indian Bodies Corporate/LLP	993559	7.50	457,514	14,51,073	10.10
c)	NRI (Repatriable)	65871	0.50	-	65,871	0.46
d)	NRI (Non-Repatriable)	64462	0.49	-	64,462	0.45
e)	HUF	2,70,741	2.04	-	2,70,741	1.89
f)	Directors	38300	0.29	-	38300	0.27
g)	Trust	-	-	-	-	-
h)	NBFC	-	-	-	-	-
k)	Others	16208	0.12	-	16,208	0.11
	Sub Total (B)	65,47,864	49.42	11,11,108	76,58,972	53.34
	TOTAL (A+B)	1,32,49,119	100.00	11,11,108	14,360,227	100.00

*Assuming full subscription.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

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

Sd/-

Almina Shaikh

Company Secretary & Compliance Officer

Place: Mumbai

Date: August 17, 2023

Registered & Corporate Office:

11th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg, Lower Parel,
Mumbai 400 013

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