



Notice of the Annual General Meeting

The Twentieth Annual General Meeting of Repro India Limited, will be held as per the following schedule to transact the business as detailed below :

Day and Date : Saturday, August 10, 2013
Time : 11.30 a.m.
Venue : "The Club", Colonial Hall, 197, D.N.Nagar Road, Near D.N.Nagar Police Station, Andheri(W), Mumbai 400 053

ORDINARY BUSINESS :

1. To receive, consider and adopt the Profit and Loss Account for the financial year ended March 31, 2013, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Sanjay Asher, Director of the Company who retires by rotation at the conclusion of this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Dushyant Mehta, Director of the Company who retires by rotation at the conclusion of this Annual General Meeting and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Alyque Padamsee, Director of the Company who retires by rotation at the conclusion of this Annual General Meeting and being eligible, offers himself for re-appointment.
6. To appoint M/s B S R & Co., Chartered Accountants, Mumbai as the statutory auditors of the Company in place of M/s S R Batliboi & Co., LLP, Chartered Accountants whose term expires at the conclusion of the forthcoming Annual General Meeting and they have expressed their unwillingness for re-appointment and in this regard to consider and if thought fit, to pass, with or without modifications(s) the following resolution as Ordinary Resolution:

"RESOLVED THAT M/s B S R & Co., Chartered Accountants, Mumbai (Registration No. 101248W), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors, in place of M/s S R Batliboi & Co, LLP, Chartered Accountants, who have expressed their unwillingness to be re-appointed as the Statutory Auditors of the Company."

SPECIAL BUSINESS:

7. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION :**

"RESOLVED pursuant to Section 309(4) of the Companies Act, 1956 and Article 124 of the Articles of Association of the Company and subject to the limits stipulated in Section 309(4) of the Companies Act, 1956, the Company be and is hereby authorized to pay remuneration by way of commission to any one or more or all of the existing Non Executive Directors, or Directors to be appointed in future, for a period of five years commencing from April 1, 2013, such commission, as the Board may from time to time determine, (to be divided amongst them in such proportion as may be determined by the Board from time to time) and that such commission shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 (1) of the Companies Act, 1956)."

By Order of the Board
For Repro India Limited

Madhavi Kulkarni
Company Secretary

Date : May 28, 2013

Registered Office:
11th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013
Email – investor@reproindia.com

Notes:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the annual general meeting.
2. As per the provisions of the Companies Act, 1956, the members who are individuals holding shares of the Company can appoint their nominees . The nomination Form 2B prescribed by the Government can be obtained from the Company's Registrar and Share Transfer Agent.
3. Corporate members intending to send their authorised representatives to attend the annual general meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the annual general meeting.
4. Members / Proxies should fill the Attendance Slip for attending the meeting
5. Members are requested to bring their attendance slip along with their copy of the Annual Report to the meeting.
6. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance slip for attending the Meeting.
7. In case of joint holders attending the annual general meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Only bonafide members of the Company whose names appear on the Register of Members/Proxy-holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the Annual General Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the annual general meeting.
9. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. up to the date of the meeting.
10. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
11. The dividend declared at the annual general meeting will be paid to those members whose names are on the Register of Members of the Company as at the opening hours of August 3, 2013. The Register of Members of the Company will remain closed from August 3, 2013 to August 10, 2013 (both days inclusive) under Section 154 of the Companies Act, 1956 for the purpose of payment of Dividend.
12. Dividend on equity shares as recommended by the Board for the year ended March 31, 2013, when declared at the annual general meeting, will be paid on or before September 9, 2013 :
 - (i) to those members whose names appear on the Company's register of members, after giving effect to all valid share transfers in physical form lodged with the Company's Registrar and Share Transfer Agents viz. Link Intime India Pvt. Ltd. at C/13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup(W), Mumbai 400 078 on or before August 2, 2013 and.
 - (ii) In respect of shares held in electronic form, to those members whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the opening hours of August 3, 2013.
13. The Certificate from the Auditors of the Company for Repro India Ltd (Employees Stock Option Scheme) 2006 (REPRO ESOS 2006) and Repro India Ltd (Employees Stock Option Scheme) 2010 (REPRO ESOS 2010) will be available for inspection at the annual general meeting.
14. In terms of Sections 205A and 205C of the Companies Act, 1956 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, in the year 2013-14, the Company would be transferring the unclaimed or unpaid Final Dividend for the financial year ended March 31,2006 to the IEPF on or before October 17, 2013. Members are requested to ensure that they claim the dividend from the Company before transfer of the said amounts to the IEPF.
15. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
16. Members holding share in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/ Registrar and Transfer Agents, Link Intime India Pvt. Ltd.

17. The Securities and 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 their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Transfer Agents, Link Intime India Pvt. Ltd.
18. Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd., immediately of :
 - (a) the change in the residential status on return to India for permanent settlement.
 - (b) the particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number , if not furnished earlier.
19. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the meeting so that the information required may be made available at the meeting.
20. Pursuant to Clause 49 of the Listing Agreement, profile of the Directors proposed for re-appointment being given in a statement containing details of the concerned directors is forming part of the Corporate Governance Report.
21. In support of the Green initiative announced by the MCA, your Company this year proposes to send documents like

Notice convening Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report and such future shareholders communications, etc. in electronic form to the email address provided by you to the Company or made available to the Company by the Depositories. These documents will also be available on the Company's website www.reproindia.com.

We will make physical copies of the documents available at the Company's Registered Office at Mumbai during office hours. The Company will also furnish the copies free of cost upon receipt of your specific request. We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email.

22. Those shareholders who have not registered their email ids are requested to register their email ids with our Registrar and Transfer Agents, M/s Link Intime India Pvt. Ltd. so that electronic notice can be sent to them.

By Order of the Board
For Repra India Limited

Madhavi Kulkarni
Company Secretary

Date : May 28, 2013

Registered Office:
11th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013
Email – investor@reproindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 7

Section 309(4) of the Companies Act, 1956, provides that in case of a Director who is neither Managing Director nor in the whole time employment, the Company may, by a special resolution, authorize the payment of commission for a period of five years, in addition to the sitting fees for attending meeting of Board of Directors, where the Directors are rendering specific useful services to the Company. As the shareholders are aware, the entire management of the Company vests only in Board of Directors(except for the powers vested in the Managing Director) which acts through number of committees on which Directors are members. In view of the greater involvement of the Directors in the affairs of the company, it is desirable that the Non-Executive Directors should also be compensated adequately; therefore it is proposed to pay commission not exceeding 1% of the net profits of the Company . The proposed resolution, therefore, seeks authority to Board of Directors to decide and pay for such payment to the Non-Executive Directors.

All the Non-Executive Directors of the Company are deemed concerned and interested in the resolution to the extent the commission is payable to them in accordance with the above resolution at item No. 7.

The Board recommends the Resolution set out at Item No. 7 of the Notice as a Special Resolution for your approval.

By Order of the Board
For Repro India Limited

Madhavi Kulkarni
Company Secretary

Date : May 28, 2013

Registered Office:
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REPRO INDIA LIMITED

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

ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting.

DP ID _____

Master Folio No.* _____

Client ID _____

No. of shares held _____

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the Twentieth Annual General Meeting of the Company at **'The Club', The Colonial Hall, 197, D. N. Nagar Road, Near D. N. Nagar Police Station, Andheri (W), Mumbai - 400 053**, on Saturday, **August 10, 2013** at 11.30 A.M.

Signature of the shareholder or proxy

* Applicable for investors holding shares in Physical form



REPRO INDIA LIMITED

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

PROXY FORM

DP ID _____

Master Folio No.* _____

Client ID _____

No. of shares held _____

I/We of being a member/members of Repro India Limited, hereby appoint of Or failing him/her of as my/our proxy to attend and vote for me/us on my/our behalf at the Twentieth Annual General Meeting of the Company to be held at **The Club, The Colonial Hall, 197, D. N. Nagar Road, Near D. N. Nagar Police Station, Andheri (W), Mumbai - 400 053**, on Saturday, **August 10, 2013** at 11.30 A.M. and/or at any adjournment thereof.

Signed this day of 2013

* Applicable for investors holding shares in Physical form

Affix Re.1/-
Revenue
Stamp

Notes:

- (1) The proxy form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid Meeting. A proxy need not be a member of the Company.
- (2) Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional forms on request.

