

## Notice of the Annual General Meeting

CIN :L22200MH1993071431

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

Tel : +91-022-71914000; Fax : +91-022-71914001

www.reproindia ltd.com e-mail id investor@reproindia ltd.com

The Twenty First 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, September 27, 2014**  
**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 financial statements of the Company for the financial year ended March 31, 2014 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the Financial year ended March 31, 2014.
3. To appoint a Director in place of Mr. Mukesh Dhruve, (DIN: 00081424) Director who retires by rotation at the conclusion of this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022) be and are hereby re-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 of the Company."

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof

for the time being in force), Mrs. Mahalakshmi Ramadorai (DIN 06942430) who was appointed as an Additional Director by the Board of Directors of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 with effect from August 12, 2014 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from the date of the Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

**"RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Asher (DIN: 00008221), Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from the date of the Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

**"RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors)

Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ullal R. Bhat (DIN: 00008425) Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from the date of the Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

**“RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Jamshed J. Irani (DIN: 00311104) Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from the date of the Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

**“RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. P. Krishnamurthy, (DIN: 00013565) Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from the date of the Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

**“RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Alyque Padamsee, (DIN: 00122219) Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from the date of the Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

**“RESOLVED THAT** in super session of the Ordinary Resolution passed u/s 293(1)(d) of the Companies Act, 1956 by Postal Ballot on 13th July 2009 and pursuant to Section 180(1)(c) and all other enabling provisions of the Companies Act, 2013, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of Board for borrowing from time to time any such sums of money on such terms and conditions and with or without security as the Board of Directors may deem fit, which together with the moneys already borrowed by the company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid –up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of moneys so borrowed by the Board shall not at any time exceed the limit of ₹ 200 Crores (Rupees Two Hundred Crores Only)

**RESOLVED FURTHER THAT** the Board or any of its duly constituted committee be and is hereby authorised to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution.”

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

**“RESOLVED THAT** in super session of the Ordinary Resolution passed u/s 293(1)(a) of the Companies Act, 1956 by Postal Ballot on 13th July 2009 and pursuant to the provisions of section 180(1)(a) and all other applicable provisions if any of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the Company be and is hereby granted to the Board of Directors of the Company to mortgage and /or charge , in addition to the mortgages and /or charges created /to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on all or any of the movable and /or immovable, tangible, and /or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company , in favor of the Lender(s), Agent(s) and Trustee(s) for securing the Borrowings of the Company or of any of its holding, subsidiary, affiliate or associate companies, availed/ to be availed by way of loan(s) (in Indian rupees or in foreign currency) and Securities (Comprising of fully/partly convertible debentures and /or Non convertible debentures with or without detachable or non-detachable warrants and/ or secured premium notes and/or floating rates notes / bonds or other debt instrument) issued/to be issued by the Company , from time to time subject to a limit of Rs.200 Crores ( Rupees Two Hundred Crores Only), together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre payment, remuneration of the Agent(s), Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a results of devaluation /revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of Loan Agreement (s) /Head of Agreement(s), Debenture Trust Deed(s) or any other document(s) or agreement(s) entered into or to be entered into between the Company or any of its holding, subsidiary, affiliate or associate companies and the lender (s) / Agent(s) and Trustee(s) in respect of the said loans /borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) /Agent(s)/ Trustee(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalise, settle and execute such documents/ undertakings/deeds/ writings/ papers/agreements as may be required and to do all such acts, deeds, matters and other things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubts that may arise in regard to creating mortgages /charges as aforesaid or any other matter in this regard and also to delegate all or any of the above powers to the committee of Directors or Managing Director or Company Secretary of the Company and generally to

do all acts, deeds and other things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the said Resolution."

13. 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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals , consents , permissions and sanctions as may be necessary from the appropriate authorities or bodies, Article 116 of the existing Articles of Association of the Company be and is hereby altered and the name of Mr. Rajeev Vohra deleted from the names of permanent Directors of the Company and henceforth he will be liable to retire by rotation in conformity with the Section 149 and 152 of the Companies Act , 2013.

**RESOLVED FURTHER THAT** the altered Article 116 of the Article of Association of the Company will be as mentioned below:

116. Until otherwise determined by a General Meeting of the Company and subject to the provisions of the Companies Act, the number of Directors shall not be less than five and more than twelve.

Following are the permanent Directors of the Company

- 1) Mr. Vinod Vohra
- 2) Mr. Sanjeev Vohra

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee or any person which the Board may constitute/nominate to exercise its powers, including the powers of this Resolution) and/or the Company Secretary be and is hereby authorized to carry out the abovementioned amendment in the Article 116 of the existing Articles of Association of the Company and take all such steps as may be necessary to give effect to this Resolution."

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

**Madhavi Kulkarni**  
Company Secretary  
Membership No.: ACS 15663

Date: May 20, 2014

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

**Notes :**

1. A member entitled to attend and vote at the Annual General Meeting of the Company may appoint a proxy to attend and on a poll, vote instead of himself/herself. A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item No. 3 and Item Nos. 5-10 of the Notice are also annexed.
3. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 20, 2014 to September 27, 2014 (both days inclusive).
5. 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 September 20, 2014.
6. Dividend on equity shares as recommended by the Board for the year ended March 31, 2014, when declared at the annual general meeting, will be paid within a period of 30 days from the date of declaration:
  - (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 September 19, 2014 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 September 20, 2014.
7. The Company is presently using National ECS (NECS) for dividend remittance. Members holding shares in physical form are requested to notify/send the following:
  - Any change in their address/ mandate/ bank details ;
  - Particulars of their bank account, in case the same have not been sent earlier to the Company's Registrar and Transfer Agent at: M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078 at the earliest but not later than September 19, 2014.
8. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants. The address/bank mandate as furnished to the Company by the respective Depositories viz., NSDL and CDSL will be used for the purpose of payment of dividend.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or it's Registrar and Transfer Agents for assistance in this regard.
10. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the prescribed form and send the same to the office of the Registrar and Transfer Agent of the Company.
11. Members are requested to handover the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
12. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
13. 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.
14. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
15. 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, during the year 2013-14, the Company has transferred the unclaimed or unpaid final dividend for the financial year ended March 31, 2006 to the IEPF. In the year 2014-15, the Company would be transferring the unclaimed or unpaid dividend for the year ended March 31, 2007 to IEPF on or before September 4, 2014. Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF.



16. 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.
17. Members are requested to bring their attendance slip alongwith their copy of the Annual Report to the Meeting.
18. Electronic copy of the Notice convening the 21st Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form and the Ballot form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 21st Annual General Meeting of the Company, along with the Annual Report, the process of e-voting and the Attendance slip and Proxy form and Ballot form is being sent to the members in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notice, Circular, etc. from the Company in electronic mode.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
20. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
21. Voting through electronic means: In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made there under, the Shareholders are provided with the facility to cast their vote electronically, through the e-Voting platform provided by CDSL on all the resolutions set forth in this notice.
  - A. Please follow all the steps from Sr.no. (i) to (xvii) below to cast vote electronically
    - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - (ii) Click on "Shareholders" tab.
    - (iii) Now, select the COMPANY NAME ie "Repro India Ltd" from the drop down menu and click on "SUBMIT"
    - (iv) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date in the Dividend Bank details field.</b></li> </ul>

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

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) The e-voting period begins on September 21, 2014 at 9.00 a.m. IST and ends on September 23, 2014 at 6.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
22. 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 19, 2014 i.e. the cut off date.
23. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS : 5683) at the Registered Office of the Company not later than Tuesday, September 23, 2014 (6.00 p.m. IST).
- Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [investor@reproindia.com](mailto:investor@reproindia.com) by mentioning their Folio/DPID and Client ID No. However the duly completed Ballot Form should reach the Registered Office of the Company not later than Tuesday, September 23, 2014 (6.00 p.m. IST).
- Ballot Form received after this date will be treated as invalid.
- A member can opt for only one mode of voting ie either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
24. Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS : 5683) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
25. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period , unblock the votes in the presence for at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
26. The results declared along with Scrutinizer Report shall be placed on the Company's website [www.reproindia.com](http://www.reproindia.com) and on the CDSL website <http://www.cdslindia.com/evoting/live-evoting.html> within two days of passing of the Resolutions at AGM of the Company on September 27, 2014 and communicated to NSE and BSE where the shares of the company are listed.

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

**Madhavi Kulkarni**  
 Company Secretary  
 Membership No.: ACS 15663

Date: May 20, 2014

**Registered Office:**  
 11th Floor, Sun Paradise Business Plaza,  
 'B' Wing, Senapati Bapat Marg,  
 Lower Parel, Mumbai - 400 013  
 E-mail – [investor@reproindia.com](mailto:investor@reproindia.com)

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

**As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Items No. 5-13 of the accompany Notice:**

### ITEM NOS. 5-10

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mrs. Mahalakshmi Ramadorai, Mr. Sanjay Asher, Mr. Ullal R. Bhat, Dr. Jamshed J. Irani, Mr. P. Krishnamurthy and Mr. Alyque Padamsee as Independent Directors of the Company to hold office for a period of 5 (five) consecutive years from the date of the AGM of the Company. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors.

The Board of Directors at their meeting held on August 12, 2014, appointed Mrs. Mahalakshmi Ramadorai as an Additional Director in terms of Section 161 of the Companies Act, 2013 who holds office upto the date of this Annual General Meeting.

The Board of Directors believe that the association of the aforementioned Independent Directors with the Company shall be beneficial to the progress of the Company and hence, the Board recommends the appointment of Mrs. Mahalakshmi Ramadorai, Mr. Sanjay Asher, Mr. Ullal R. Bhat, Dr. Jamshed J. Irani, Mr. P. Krishnamurthy and Mr. Alyque Padamsee as Independent Directors as set out in Item Nos. 5-10 for the approval of the shareholders at the ensuing Annual General Meeting.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management. Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Other than the Independent Directors of the Company and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions as set out in Item Nos. 5-10 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

The brief profile of the Directors seeking appointment is enclosed herewith.

The Board of Directors commend the resolution as set out in Item Nos 5-10 respectively for the approval of the shareholders at the ensuing Annual General Meeting by an Ordinary Resolution.

### ITEM NO. 11

Under the erstwhile Section 293(1) (d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

Under the provisions of Section 180 (1) (c) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification issued by the Ministry Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company. The borrowing limit of ₹ 200 Crores under the earlier resolution passed by the shareholders under section 293(1)(d) of the Companies Act, 1956 by Postal Ballot on July 13, 2009 remains unchanged.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 11 of the Notice.

The Board of Directors commend the resolution as set out in Item No. 11 for the approval of the shareholders at the ensuing Annual General Meeting by a Special Resolution.

### ITEM NO. 12

Under the erstwhile Section 293(1) (a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/mortgage/hypothecation on the Company's assets, both present and future, in favour of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company.

Under the provision of Section 180 (1) (a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013, i.e. up to 11th September 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/mortgage/hypothecation on the Company's assets, both present and future, in favour of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company. As the documents to be executed between the Company and the lenders/trustees for the holders of debentures/bonds may contain the power to take over the management of the Company in certain events, it is necessary to obtain Member's approval under Section 180(1) (a) of the Companies Act, 2013, by way of a Special Resolution.

The existing limit of ₹ 200 Crores under the earlier resolution passed by the shareholders u/s 293(1)(a) of the Companies Act, 1956 by Postal Ballot on 13th July 2009 remains unchanged.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.12 of the Notice.

The Board of Directors commend the resolution as set out in item no 12 for the approval of the shareholders at the ensuing Annual General Meeting by a Special Resolution.

### **ITEM NO. 13**

With the coming into force of the Section 149 and Section 152 of the Companies Act, 2013, the provisions of sub-sections (6) and (7) of Section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of Independent Directors. In view of this change, the Company needs to have 4 (four) directors who shall be liable to retire by rotation to conform with the Regulations of sub-Sections (6) and (7) of Section 152 in respect of retirement of directors by rotation.

The Board recommends to have only two Permanent Directors i.e. Mr. Vinod Vohra and Mr. Sanjeev Vohra changing the status of Mr. Rajeev Vohra to Director liable to retire by rotation to conform with the aforesaid section and make the said change in the Article 116 of the Articles of Association of the Company.

The Board of Directors commend the resolution as set out in Item No. 13 for the approval of the shareholders at the ensuing Annual General Meeting by a Special Resolution.

Other than Mr. Rajeev Vohra and his relatives, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the Special Resolution set out at Item No. 13 of the Notice.

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

**Madhavi Kulkarni**  
Company Secretary  
Membership No.: ACS 15663

Date: May 20, 2014

**Registered Office:**  
11th Floor, Sun Paradise Business Plaza,  
'B' Wing, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013  
E-mail – investor@reproindia ltd.com  
CIN: L22200MH1993PLC071431



A brief profile along with other details of the Directors seeking appointment/re-appointment at the forthcoming AGM :

<b>Name of the Director</b>	<b>Mr. Mukesh Dhruve</b>
Director Identification Number	00081424
Date of Birth	April 28, 1960
Date of joining the Board	December 28, 1993
Educational Qualifications	B.Com, FCA
Areas of Experience	Mr. Mukesh Rajnikant Dhruve is a Fellow Member of the Institute of Chartered Accountants of India. As a part of our Company since its inception, he played a critical role in its expansion into new business areas. He leads the export business of the Company. He has been responsible for building relationships with financial institutions. He also directs and is incharge of the finance, legal and secretarial operations of the Company.
No. of shares held in the Company	3,66,000
Directorships in other companies (as on March 31, 2014)*	Repro Knowledgecast Ltd;Repro Innovative Digiprint Ltd.; MPR Consultants Pvt. Ltd.; Repro Applied Learning Solutions Ltd
Memberships/Chairmanship of Committees in other Companies(as on March 31, 2014)*	NIL

<b>Name of the Director</b>	<b>Mrs. Mahalakshmi Ramadorai</b>
Director Identification Number	06942430
Date of Birth	December 3, 1952
Date of joining the Board	August 12, 2014
Educational Qualifications	Post-Graduate Diploma in Counseling Psychology; Master's Degree in Education; Bachelor of Arts in History; Master of Arts in Hindustani Classical Music;
Areas of Experience	Mrs. Malakshmi Ramadorai has been in the field of teaching and training. She has nearly 10 years of experience as a teacher and administrator in Campion school and Bombay International school – Bombay and 6 years as Head Training at Schoolnet India. She is the Chairperson for The Citi Academy for Special Education-offering Educational Therapy to Children with Learning Disabilities – a part of the Children’s Orthopedic Hospital (SRCC Trust), Haji Ali, Mumbai ; She is the Trustee on the Board of – Bai Kabi bai and Hansraj Morarji Public Schools – Mumbai; She is the Trustee on the Board of ‘Reach to Teach’ a UK based NGO; She is Chairing the Advisory Committee of the Bala Janaagraha, Bangalore; She is part of the Advisory Committee on Indian Music at the National Center for the performing Arts, Mumbai.
No. of shares held in the Company	2,500
Directorships in other companies (as on the date of appointment as Additional Director)*	NIL
Memberships/Chairmanship of Committees in other Companies (as on the date of appointment as Additional Director)*	NIL

<b>Name of the Director</b>	<b>Mr. Sanjay Asher</b>
Director Identification Number	00008221
Date of Birth	November 26, 1964
Date of joining the Board	May 02, 2000
Educational Qualifications	B. Com, FCA, LLB and Solicitor
Areas of Experience	Mr. Sanjay Asher joined our Board as an Independent Director.  He is a Bachelor in Commerce and a Bachelor of Law from the Mumbai University. He is a qualified Chartered Accountant. He has been a practising advocate since 1989 with M/s Crawford Bayley & Co. He was admitted as a Solicitor in the year 1993 and is a partner of M/s. Crawford Bayley & Co. since 2000.
No. of shares held in the Company	12,000
Directorships in other companies (as on March 31, 2014)*	A.L. Movers Private Limited; A.L. Records Management Private Limited; Ashok Leyland Limited; Allied Pickfords India Private Limited; Bajaj Allianz General Insurance Company Limited; Bajaj Allianz Life Insurance Company Limited; Balkrishna Industries Limited; Diamant Boart Marketing Private Limited; Enam Infrastructure Trusteeship Services Private Limited; Finolex Cables Limited; Finolex Plasson Industries Private Limited; Hognas India Private Limited; ArjoHuntleigh Healthcare India Private Limited; Indian Cookery Private Limited; Innoventive Industries Limited; Kryfs Power Components Limited; Mandhana Industries Limited; Master Voss International Project Private Limited; Morgan Stanley Investment Management Private Limited; NV Advisory Services Private Limited; Orbit Electricals Private Limited; Oerlikon Textile India Private Limited Sanghvi Movers Limited; Sharp India Limited; Shree Renuka Sugars Limited; Siporex India Private Limited; Sudarshan Chemicals Industries Limited; Tribhovandas Bhimji Zaveri Limited; ValueQb Consulting Private Limited; Varun Maritime Private Limited; Varun Global Private Limited; Varun Resources Private Limited; Finolex Industries Limited; J.B. Chemicals and Pharmaceuticals Limited; Arch Protection Chemicals Private Limited; Kineco Kaman Composites-India Private Limited Lonza India Private Limited; Narendra Plastic Private Limited; Team Relocations India Private Limited; Pallazzo Hotels & Leisure Limited; Vamona Developers Private Limited; Classic Mall Development Company Private Limited; Gangetic Hotels Private Limited; Offbeat Developers Private Limited; Alliance Hospitality Services Pvt. Ltd.; Turning Point Estates Private Limited; Surya Treasure Island Private Limited; Jabalpur Treasure Island Private Limited; Raipur Treasure Island Private Limited; Indore Treasure Island Private Limited; AKME Rhine River Projects Pvt. Limited
Memberships/Chairmanship of Committees in other Companies (as on March 31, 2014)*	Member of Audit Committee and Share Transfer and Investor Grievance Committee, of Finolex Cables Limited.  Member of Audit Committee, Chairman of Shareholders and Investor Grievance Committee of Ashok Leyland Limited,  Chairman of Audit Committee and Share Transfer and Investor Grievance Committee of Shree Renuka Sugars Limited.  Member of Audit Committee and Chairman of the Share Transfer and Investor Grievance Committee of Sharp India Limited.  Member of Audit Committee of Mandhana Industries Limited.

<b>Name of the Director</b>	<b>Mr. Ullal R. Bhat</b>
Director Identification Number	00008425
Date of Birth	October 14, 1951
Date of joining the Board	May 02, 2000
Educational Qualifications	M.Sc. from IIT, Kanpur and attended advanced courses on Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London.
Areas of Experience	Mr. Ullal R. Bhat, is one of India's well known investment advisors having been the Chief Investment Officer of Jardine Fleming in India for 7 years advising the Indian investments of the Flemings group and subsequently of JP Morgan, of over US\$ 1 billion. He has been writing a well-regarded monthly editorial column for the last 7 years in the Economic Times.
No. of shares held in the Company	10,000
Directorships in other companies (as on March 31, 2014)*	Dalton Capital Advisors (India) Pvt. Limited Edelweiss Asset Management Ltd. Subhkam Capital Ventures Pvt. Ltd. Axis Asset Management Company Ltd. IRIS Business Services Ltd. BlueStreet Capital Management Pvt. Ltd.
Memberships/Chairmanship of Committees in other Companies (as on March 31, 2014)*	Edelweiss Asset Management Ltd. Member - Audit & Risk Committee Axis Asset Management Company Ltd. - Chairman of Audit & Risk Committee IRIS Business Services Ltd. - Chairman of Audit Committee

<b>Name of the Director</b>	<b>Dr. Jamshed J. Irani</b>
Director Identification Number	00311104
Date of Birth	June 2, 1936
Date of joining the Board	September 15, 2005
Educational Qualifications	Masters in Geology and Metallurgy; PHD in Metallurgy
Areas of Experience	Dr. Jamshed J. Irani, has been associated with the House of Tatas for almost his entire lifetime. On return from UK after a long stint at Sheffield University and British Steel, he joined Tata Steel in Jamshedpur at the age of 30. His entire working life in India has been with Tata Steel where he ultimately rose to the position of Managing Director – a post which he held for a decade before retiring in 2001. Dr. Irani transformed Tata Steel into the sophisticated steel company it is today, both in physical form and attitude. He is looked upon as the 'change agent' who has made the steel behemoth a force to be reckoned with in the steel manufacturing world. Tata Steel is now recognised as one of the lowest cost producers of steel in the world, and also known for its sophisticated products manufactured in modern up-to-date mills. Dr. Irani has also been associated with various industry organisations, was the President of CII, AIMA and various other bodies during his career. He was awarded the Honorary Knighthood, KBE by the Queen Elizabeth II for his pioneering work in promoting the Indo-British partnership. In 2007 he was honoured by the President of India who conferred on him the award of "Padma Bhushan" for his services to Trade and Industry in the country.
No. of shares held in the Company	10,000
Directorships in other companies (as on March 31, 2014)*	Electro Steel Castings Limited Kansai Nerolac Paints Limited Housing Development Finance Corporation Limited
Memberships/Chairmanship of Committees in other Companies (as on March 31, 2014)*	Member of the Audit committee of Kansai Nerolac Paints Ltd.

<b>Name of the Director</b>	<b>Mr. P. Krishnamurthy</b>
Director Identification Number	00013565
Date of Birth	October 28, 1948
Date of joining the Board	May 23, 2008
Educational Qualifications	B.Com (Hons), St. Xavier's College, University of Calcutta and Chartered Accountant
Areas of Experience	P. Krishnamurthy has been the Corporate Advisor to Tractors & Farm Equipment Ltd (TAFE) since 2004 and to SETCO Automotive Ltd. since 2010. Presently, he is the Partner in Capital Partners & Advisors, a corporate and strategic Advisory firm. He has also been Chairman of GMM Pfaudler Limited since April 14, 2008. Krishnamurthy has wide experience of over 40 years in Corporate Management and Strategy, Restructuring, Mergers & Acquisitions, International Business and Joint Ventures including managing and supervising business units in India and abroad. His current focus includes Financial and Strategic Advisory, Board Management and Investment Management. He has previously served as Vice Chairman of JM Morgan Stanley and been in the top of management of leading corporate groups, both multinational and Indian. He has been a Non Executive Independent Director of Repro India Limited since May 23, 2008 and SREI Infrastructure Asset Management Company Ltd. He has been a Director of Sicom Ltd. since April 2010. He serves as a Director of Urban Infrastructure Venture Capital Ltd. and JM Financial and Investment Consultancy Services Pvt. Ltd. He is a national rank holder Chartered Accountant from Institute of Chartered Accountants of India.
No. of shares held in the Company	10,000
Directorships in other companies (as on March 31, 2014)*	GMM Pfaudler Limited, SICOM Limited; Apodis Hotel & Resorts Limited; Mumbai SEZ Limited; SREI Mutual Fund Asset Fund Management Pvt. Ltd.; JM Financial and Investment Consultancy Services Pvt. Ltd.; Urban Infrastructure Venture Capital Ltd.; IntelliStay Hotels Pvt. Ltd. IGP Growth Investment Advisors Pvt. SKIL Shipyard Holdings Pvt. Ltd.; E Complex Private Limited; Urban Infrastructure Holdings Private Limited
Memberships/Chairmanship of Committees in other Companies (as on March 31, 2014)*	Chairman of Audit Committee, Shareholders, Investors Grievance Committee of GMM Pfaudler Limited. Member of Audit Committee of SICOM Ltd. Chairman of Audit Committee of Apodis Hotels & Resorts Ltd.

<b>Name of the Director</b>	<b>Mr. Alyque Padamsee</b>
Director Identification Number	00122219
Date of Birth	March 5, 1931
Date of joining the Board	May 6, 1994
Educational Qualifications	Graduation in Arts
Areas of Experience	Mr. Alyque Padamsee is a multi-faceted genius who wears 3 hats. One, as the Brand Father of modern Indian advertising and has built over 100 Brands. Two, he is the guru of English theatre in India with over 70 major productions to his name. Three, he is very committed to Public Service work, and is currently guiding the Bombay Police Force in a campaign against Eve Teasing and sexual molestation on the city streets. The President of India conferred on him the Padmashree Award. The Advertising Club named him Advertising Man of the Century. He has worked as Communications Advisor to Mr. Chandrababu Naidu, the former Chief Minister of Andhra Pradesh State, where he creatively supervised the presentation to President Bill Clinton and also Prime Minister Tony Blair. His best-seller book on Advertising entitled "A Double Life" is prescribed in business school. Mr Padamsee has been a Communications Guru for over 5 decades. He is the Chairman of The London Institute of Corporate Training. He is a renowned Speaker at National and International Conferences. He is the recipient of the Lifetime Achievement Award for Theatre from the Sangeet Natak Akademi, and over half dozen other Lifetime Achievement Awards. Internationally Mr Padamsee is famous for his portrayal of Mohammad Ali Jinnah in Sir Richard Attenborough's film GANDHI. He is also the only Indian to be voted into the International Clio Hall of Fame, the Oscars of World Advertising
No. of shares held in the Company	NIL
Directorships in other companies (as on March 31, 2014)*	A.P.Advertising Pvt. Ltd.
Memberships/Chairmanship of Committees in other Companies (as on March 31, 2014)*	NIL

Directorships and Committee memberships of Repro India Ltd. and its Committees are not included in the aforesaid Disclosure. Memberships and Chairmanship of Audit Committee and Investor Grievance Committees of only public companies have been included in the above table.

**REPRO INDIA LIMITED**

CIN : L22200MH1993PLC071431

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

**ATTENDANCE SLIP**

D.P. Id	
Client Id/ Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company at "The Club", Colonial Hall, 197, D. N. Nagar Road, Near D. N. Nagar Police Station, Andheri(W), Mumbai 400 053 on Saturday, September 27, 2014 at 11:30 a.m\_\_\_\_\_  
Signature of the Member/Proxy

Note : Please complete this and hand it over at the entrance of the hall.

**REPRO INDIA LIMITED**

CIN : L22200MH1993PLC071431

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

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014]

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

I /We, being the member(s) of \_\_\_\_\_ shares of REPRO INDIA LIMITED, hereby appoint :

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty first Annual General Meeting of the Company, to be held at "The Club", Colonial Hall, 197, D.N.Nagar Road, Near D.N.Nagar Police Station, Andheri(W), Mumbai 400 053 on Saturday, September 27, 2014 at 11:30 a.m and at any adjournment thereof in respect of such resolutions as are indicated below :

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

Item No.	Resolutions	For	Against
1	Adoption of the financial statements of the Company for the financial year ended March 31, 2014 together with the Reports of the Board of Directors and Auditors thereon		
2	Approval of dividend on equity shares for the financial year 2013-14		
3	Appoint a Director in place of Mr. Mukesh Dhruve who retires by rotation and being eligible offers himself for re-appointment		
4	Re-appoint M/s B S R & Co LLP, as the statutory auditors of the Company		





Item No.	Resolutions	For	Against
5	Appoint Mrs.Mahalakshmi Ramadorai as Independent Director for a period of five years from the date of the AGM		
6	Appoint Mr.Sanjay Asher as Independent Director for a period of five years from the date of the AGM		
7	Appoint Mr.Ullal R. Bhat as Independent Director for a period of five years from the date of the AGM		
8	Appoint Dr.Jamshed J. Irani as Independent Director for a period of five years from the date of the AGM		
9	Appoint Mr.PKrishnamurthy as Independent Director for a period of five years from the date of the AGM		
10	Appoint Mr.Alyque Padamsee as Independent Director for a period of five years from the date of the AGM		
11	Approve borrowing limits of the Company		
12	Approve creation of charge on the assets of the Company		
13	Permanent Director Mr. Rajeev Vohra to be Director liable to retire by rotation in conformity with Section 149 and 152 of the Companies Act, 2013 and amendment in the respective Article of the Articles of Association of the Company.		

Affix 1  
Rupee  
Revenue  
Stamp

Signed this ..... day of ..... 2014

Signature of the shareholder.....

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

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

**REPRO INDIA LIMITED**

CIN : L22200MH1993PLC071431

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

**BALLOT FORM**

- 1) Name and Registered Address :  
of the Sole/First named  
Shareholder
- 2) Name(s) of the Joint Holder(s) :  
(If any)
- 3) Registered Folio No./ :  
DP ID No. and Client ID No.
- 4) Number of Share(s) held :
- 5) I/We hereby exercise my / our vote(s) in respect of the resolutions set out in the notice of the Twenty First Annual General Meeting (AGM) of the Company to be held on Saturday, 27, 2014 by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below :

Item No.	Resolution	No. of shares	(For)	(Against)
			I/We assent to the resolution	I/We dissent to the resolution
1	Adoption of the financial statements of the Company for the financial year ended March 31, 2014 together with the Reports of the Board of Directors and Auditors thereon			
2	Approval of dividend on equity shares for the financial year 2013-14			
3	Appoint a Director in place of Mr. Mukesh Dhruve who retires by rotation and being eligible offers himself for re-appointment			
4	Re-appoint M/s B S R & Co LLP, as the statutory auditors of the Company			
5	Appoint Mrs.Mahalakshmi Ramadorai as Independent Director for a period of five years from the date of the AGM			
6	Appoint Mr.Sanjay Asher as Independent Director for a period of five years from the date of the AGM			
7	Appoint Mr.Ullal R. Bhat as Independent Director for a period of five years from the date of the AGM			
8	Appoint Dr.Jamshed J. Irani as Independent Director for a period of five years from the date of the AGM			
9	Appoint Mr.P.Krishnamurthy as Independent Director for a period of five years from the date of the AGM			
10	Appoint Mr.Alyque Padamsee as Independent Director for a period of five years from the date of the AGM			
11	Approve borrowing limits of the Company			
12	Approve creation of charge on the assets of the Company			
13	Permanent Director Mr. Rajeev Vohra to be Director liable to retire by rotation in conformity with Section 149 and 152 of the Companies Act, 2013 and amendment in the respective Article of the Articles of Association of the Company.			

Place :

Date :

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

\_\_\_\_\_  
Signature

## INSTRUCTIONS

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

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

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the scrutinizer Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS : 5683) at the Registered Office of the Company on or before September 23, 2014. Alternatively, the Ballot can also be deposited in the box to be made available at the venue during the AGM.
2. The Ballot Form should be signed by the member as per the specimen signature registered with the Company/ Depositories. In case of Joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration no. of POA registered with the Company or enclosing an attested copy of POA.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on September 19, 2014 and as per the register of members of the Company.
6. A member may request for a duplicate Ballot Form, if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutinizer to identify either the member or as to whether or as to whether votes are in favour or against or if signature cannot be verified.
8. The decision of the scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
9. The results declared along with the Scrutiniser's report, shall be placed on the Company's website [www.reproindia ltd.com](http://www.reproindia ltd.com) within two days of the passing of the resolutions at the AGM of the Company on September 27, 2014, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.