



REPRO INDIA LIMITED

## Notice of the Annual General Meeting

CIN : L22200MH1993PLC071431

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

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The Twenty Second 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 : Wednesday, August 12, 2015

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 audited financial statements including audited Consolidated financial statement of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Rajeev Vohra, Director (DIN: 00112001) 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 a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Act or any amendment or re-enactment thereof, and subject to such other approvals, if and as may be required, including from Central Government, consent of the Company be and is hereby accorded to the re-appointment of Mr. Pramod Khera as a Whole Time Director designated as Executive Director of the Company for a period of 3 years from May 18, 2015 on the following terms and conditions as to his remuneration, as recommended by the Nomination and Remuneration Committee of the Company, subject to the same not exceeding the limits specified in Section 197

and Schedule V to the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time.

### (I) Remuneration :

a) **Salary:** Not exceeding ₹14,00,000 per month in the scale of ₹ 9,00,000 – ₹ 1,00,000 – ₹ 14,00,000

b) **Commission:** At such a rate as may be determined by the Board pursuant to the provisions of the Companies Act, 2013, and not exceeding 5% of the net profits of the Company for each financial year of the Company.

### c) Perquisites:

#### 1. Housing:

i. Furnished residential accommodation or HRA at the rate as may be determined by the Board.

ii. Expenses pertaining to gas, electricity, water and other utilities will be borne/reimbursed by the Company.

iii. The Company shall provide equipments and appliances, furniture and fixture and furnishing at the residence at the entire cost of the Company.

2. **Medical Reimbursement:** Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical expenses for self and family subject to a ceiling of three month's last drawn salary per year.

3. **Leave Travel Concession:** Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad in accordance with the rules of the Company.

4. **Club Fees:** Subscription of or reimbursement of membership fees of two clubs in India or abroad including admission and life membership fees.

5. **Medical Insurance and Personal Accident Insurance:** Medical Insurance and Personal Accident Insurance Policy for an amount, the annual premium of which shall not exceed ₹ 50,000 per annum.

6. **Life/Term Insurance:** The Company shall pay personal life/term insurance premium subject to a limit as may be decided by the Board from time to time.

7. The Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund.

8. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

9. Encashment of leave for every year of completed service at the end of the tenure.

10. **Other Perquisites:** Subject to the overall ceiling on remuneration mentioned herein below, he shall be entitled to any other allowances, benefits and perquisites as the Board of Directors may on the recommendation of the Nomination and Remuneration Committee thereof from time to time decide.

**Explanation:**

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

For the purposes of Perquisites stated above, "Family" means the spouse, dependent children and dependent parents of the Whole-Time Director.

**d) Amenities :**

Car and Telephone: The Company shall provide car for use on Company's business and telephone, internet broadband at the residence, personal long distance calls on telephone and use of car for private purpose shall be billed by the Company. The Whole-Time Director is also entitled to reimbursement of all actual expenses, including entertainment and travelling incurred in the course of the Company's business.

**(II) Overall Remuneration:**

The aggregate of salary, commission and perquisites in any financial year shall not exceed the overall ceiling laid down in Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act as may for the time being in force.

**(III)** Whole-Time Director shall be liable to retire by rotation

**(IV) Minimum Remuneration:**

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any of the financial years during the tenure of Whole-Time Director of the Company, he shall be entitled to receive and be paid the substantive remuneration mentioned in 1 above, but excluding Commission, as minimum remuneration and such remuneration shall be governed by the limits prescribed under Section II of Part II of Schedule V (as amended) of the Companies Act, 2013 as may for the time being in force, and as may be decided by the Board of Directors and subject to such sanctions and approvals as may be necessary.

**RESOLVED FURTHER THAT** the Board ("the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors may in its discretion pay to the Whole-Time Director any remuneration lower than the maximum remuneration hereinbefore stipulated and revise the same from time to time, within the maximum limits stipulated by this resolution.

**RESOLVED FURTHER THAT** an agreement of employment with the Whole-Time Director be entered into and such agreement be and is hereby authorized to be signed by any two directors, for and on behalf of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and is hereby authorized severally to file all forms with the Registrar of Companies and other statutory authorities as are necessary and appropriate to give effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Act or any amendment or re-enactment thereof, and subject to such other approvals, if and as may be required, including from Central Government, consent of the Company be and is hereby accorded to the reappointment of Mr. Vinod Vohra, as a Whole-Time Director designated as Executive Director and as a Chairman for a period of 3 years from March 1, 2016 on the following terms and conditions as to his remuneration, as recommended by the Nomination and Remuneration Committee of the Company, subject to the same not exceeding the limits specified in Section 197 and Schedule V to the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time.

**(I) Remuneration :**

a) **Salary:** Not exceeding ₹ 14,00,000 per month in the scale of ₹ 9,00,000 – ₹ 1,00,000 – ₹ 14,00,000

b) **Commission:** At such a rate as may be determined by the Board pursuant to the provisions of the Companies Act, 2013, and not exceeding 5% of the net profits of the Company for each financial year of the Company.

c) **Perquisites:**

**1. Housing :**

- i. Furnished residential accommodation or HRA at the rate as may be determined by the Board.
- ii. Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
- iii. The Company shall provide equipments and appliances, furniture and fixture and furnishing at the residence at the entire cost of the Company.

**2. Medical Reimbursement:** Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical expenses for self and family subject to a ceiling of three month's last drawn salary per year.

**3. Leave Travel Concession:** Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad in accordance with the rules of the Company.

**4. Club Fees:** Subscription of or reimbursement of

membership fees of two clubs in India or abroad including admission and life membership fees.

5. **Medical Insurance and Personal Accident Insurance:** Medical Insurance and Personal Accident Insurance Policy for an amount, the annual premium of which shall not exceed ₹ 50,000 per annum.
6. **Life/Term Insurance:** The Company shall pay personal life/term insurance premium subject to a limit as may be decided by the Board from time to time.
7. The Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund.
8. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
9. Encashment of leave for every year of completed service at the end of the tenure.
10. **Other Perquisites:** Subject to the overall ceiling on remuneration mentioned herein below, he shall be entitled to any other allowances, benefits and perquisites as the Board of Directors may on the recommendation of the Nomination and Remuneration Committee thereof from time to time decide.

**Explanation:**

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

For the purposes of Perquisites stated above, "Family" means the spouse, dependent children and dependent parents of the Whole-Time Director.

**d) Amenities :**

**Car and Telephone:** The Company shall provide car for use on Company's business and telephone, internet broadband at the residence, personal long distance calls on telephone and use of car for private purpose shall be billed by the Company. The Whole-Time Director is also entitled to reimbursement of all actual expenses, including entertainment and travelling incurred in the course of the Company's business.

**(II) Overall Remuneration:**

The aggregate of salary, commission and perquisites in any financial year shall not exceed the overall ceiling laid down in Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act as may for the time being in force.

**(III) Minimum Remuneration:**

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any of the financial years during the tenure of Whole-Time Director of the Company, he shall be entitled to receive and be paid the substantive remuneration mentioned in 1 above, but excluding Commission, as minimum remuneration and such remuneration shall be governed by the limits prescribed under Section II of Part II of Schedule V (as amended) of the Companies Act, 2013 as may for the time being in force, and as may be decided by the Board of Directors and subject to such sanctions and approvals as may be necessary.

**RESOLVED FURTHER THAT** the Board ("the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors may in its discretion pay to the Whole-Time Director any remuneration lower than the maximum remuneration hereinbefore stipulated and revise the same from time to time, within the maximum limits stipulated by this resolution.

**RESOLVED FURTHER THAT** an agreement of employment with the Whole-Time Director be entered into and such agreement be and is hereby authorized to be signed by any two directors, for and on behalf of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and is hereby authorized severally to file all forms with the Registrar of Companies and other statutory authorities as are necessary and appropriate to give effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Act or any amendment or re-enactment thereof, and subject to such other approvals, if and as may be required, including from Central Government, consent of the Company be and is hereby accorded to the reappointment of Mr. Sanjeev Vohra , as Managing Director of the Company for a period of 3 years from March 1, 2016 on the following terms and conditions as to his remuneration, as recommended by the Nomination & Remuneration Committee of the Company, subject to the same not exceeding the limits specified in Section 197 and Schedule V to the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time.

**(I) Remuneration :**

- a) **Salary:** Not exceeding ₹ 14,00,000 per month in the scale of ₹ 9,00,000 – ₹ 1,00,000 – ₹ 14,00,000
- b) **Commission:** At such a rate as may be determined by the Board pursuant to the provisions of the Companies Act, 2013, and not exceeding 5% of the net profits of the Company for each financial year of the Company.
- c) **Perquisites :**
  1. **Housing :**
    - i Furnished residential accommodation or HRA at the rate as may be determined by the Board.
    - ii Expenses pertaining to gas, electricity, water and other utilities will be borne/reimbursed by the Company.
    - iii The Company shall provide equipments and appliances, furniture and fixture and furnishing at the residence at the entire cost of the Company.
  2. **Medical Reimbursement:** Reimbursement of actual

medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical expenses for self and family subject to a ceiling of three month's last drawn salary per year.

3. **Leave Travel Concession :** Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad in accordance with the rules of the Company.
4. **Club Fees :** Subscription of or reimbursement of membership fees of two clubs in India or abroad including admission and life membership fees.
5. **Medical Insurance and Personal Accident Insurance :** Medical Insurance and Personal Accident Insurance Policy for an amount, the annual premium of which shall not exceed ₹ 50,000 per annum.
6. **Life/Term Insurance:** The Company shall pay personal life/term insurance premium subject to a limit as may be decided by the Board from time to time.
7. The Company's Contribution to provident fund, superannuation fund or annuity fund.
8. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service .
9. Encashment of leave for every year of completed service at the end of the tenure.
10. **Other Perquisites:** Subject to the overall ceiling on remuneration mentioned herein below, he shall be entitled to any other allowances, benefits and perquisites as the Board of Directors may on the recommendation of the Nomination and Remuneration Committee thereof from time to time decide.

**Explanation:**

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

For the purposes of Perquisites stated above, "Family" means the spouse, dependent children and dependent parents of the Managing Director.

**d) Amenities :**

Car and Telephone: The Company shall provide car for use on Company's business and telephone internet broadband at the residence, personal long distance calls on telephone and use of car for private purpose shall be billed by the Company. The Managing Director is also entitled to reimbursement of all actual expenses, including entertainment and travelling incurred in the course of the Company's business.

**(II) Overall Remuneration:**

The aggregate of salary, commission and perquisites in any financial year shall not exceed the overall ceiling laid down in Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act as may for the time being in force.

**(III) Minimum Remuneration:**

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any of the financial year during the

tenure of Managing Director of the Company, he shall be entitled to receive and be paid the substantive remuneration mentioned in 1 above, but excluding Commission, as minimum remuneration and such remuneration shall be governed by the limits prescribed under Section II of Part II of Schedule V (as amended) of the Companies Act, 2013 as may for the time being in force, and as may be decided by the Board of Directors and subject to such sanctions and approvals as may be necessary.

**RESOLVED FURTHER THAT** the Board ("the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors may in its discretion pay to the Managing Director any remuneration lower than the maximum remuneration hereinbefore stipulated and revise the same from time to time, within the maximum limits stipulated by this resolution.

**RESOLVED FURTHER THAT** an agreement of employment with the Managing Director be entered into and such agreement be and is hereby authorized to be signed by any two directors, for and on behalf of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and is hereby authorized severally to file all forms with the Registrar of Companies and other statutory authorities as are necessary and appropriate to give effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Act or any amendment or re-enactment thereof, and subject to such other approvals, if and as may be required, including from Central Government, consent of the Company be and is hereby accorded to the re-appointment of Mr. Mukesh Dhruve, as a Whole Time Director designated as Executive Director of the Company for a period of 3 years from March 1, 2016 on the following terms and conditions as to his remuneration, as recommended by the Nomination and Remuneration Committee of the Company, subject to the same not exceeding the limits specified in Section 197 and Schedule V to the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time.

**(I) Remuneration:**

- a) **Salary:** Not exceeding ₹ 14,00,000 per month in the scale of ₹ 9,00,000 – ₹ 1,00,000 – ₹ 14,00,000
- b) **Commission:** At such a rate as may be determined by the Board pursuant to the provisions of the Companies Act, 2013, and not exceeding 5% of the net profits of the Company for each financial year of the Company.

c) **Perquisites :**

1. **Housing :**

- i. Furnished residential accommodation or HRA at the rate as may be determined by the Board.
- ii. Expenses pertaining to gas, electricity, water and other utilities will be borne/reimbursed by the Company.
- iii. The Company shall provide equipments and appliances, furniture and fixture and furnishing at the residence at the entire cost of the Company.

2. **Medical Reimbursement:** Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical expenses for self and family subject to a ceiling of three month's last drawn salary per year.

3. **Leave Travel Concession:** Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad in accordance with the rules of the Company.

4. **Club Fees:** Subscription of or reimbursement of membership fees of two clubs in India or abroad including admission and life membership fees.

5. **Medical Insurance and Personal Accident Insurance:** Medical Insurance and Personal Accident Insurance Policy for an amount, the annual premium of which shall not exceed ₹ 50,000 per annum.

6. **Life/Term Insurance:** The Company shall pay personal life/term insurance premium subject to a limit as may be decided by the Board from time to time.

7. The Company's Contribution to provident fund, superannuation fund or annuity fund.

8. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

9. Encashment of leave for every year of completed service at the end of the tenure.

10. **Other Perquisites:** Subject to the overall ceiling on remuneration mentioned herein below, he shall be entitled to any other allowances, benefits and perquisites as the Board of Directors may on the recommendation of the Nomination and Remuneration Committee thereof from time to time decide.

**Explanation:**

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

For the purposes of Perquisites stated above, "Family" means the spouse, dependent children and dependent parents of the Whole-Time Director.

d) **Amenities:**

Car and Telephone: The Company shall provide car for use on Company's business and telephone, internet broadband at the residence, personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

The Whole-Time Director is also entitled to reimbursement of all actual expenses, including entertainment and travelling incurred in the course of the Company's business.

(II) **Overall Remuneration:**

The aggregate of salary, commission and perquisites in any financial year shall not exceed the overall ceiling laid down in Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said act as may for the time being in force.

(III) Whole-Time Director shall be liable to retire by rotation

(IV) **Minimum Remuneration:**

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any of the financial year during the tenure of Whole-Time Director of the Company, he shall be entitled to receive and be paid the substantive remuneration mentioned in 1 above, but excluding Commission, as minimum remuneration and such remuneration shall be governed by the limits prescribed under Section II of Part II of Schedule V (as amended) of the Companies Act, 2013 as may for the time being in force, and as may be decided by the Board of Directors and subject to such sanctions and approvals as may be necessary.

**RESOLVED FURTHER THAT** the Board ("the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors may in its discretion pay to the Whole-Time Director any remuneration lower than the maximum remuneration hereinbefore stipulated and revise the same from time to time, within the maximum limits stipulated by this resolution.

**RESOLVED FURTHER THAT** an agreement of employment with the Whole-Time Director be entered into and such agreement be and is hereby authorized to be signed by any two directors, for and on behalf of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and is hereby authorized severally to file all forms with the Registrar of Companies and other statutory authorities as are necessary and appropriate to give effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Act or any amendment or re-enactment thereof, and subject to such other approvals, if and as may be required, including from Central Government, consent of the Company be and is hereby accorded to the reappointment of Mr. Rajeep Vohra, as a Whole Time Director designated as Executive Director of the Company for a period of 3 years from March 1, 2016 on the following terms and conditions as to his remuneration, as recommended by the Nomination and Remuneration Committee of the Company, subject to the same not exceeding the limits specified in Section 197

and Schedule V to the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time.

**(I) Remuneration:**

- a) **Salary :** Not exceeding ₹ 14,00,000 per month in the scale of ₹ 9,00,000 – ₹ 1,00,000 – ₹ 14,00,000.
- b) **Commission:** At such a rate as may be determined by the Board pursuant to the provisions of the Companies Act, 2013, and not exceeding 5% of the net profits of the Company for each financial year of the Company.
- c) **Perquisites :**
  1. **Housing :**
    - i. Furnished residential accommodation or HRA at the rate as may be determined by the Board.
    - ii. Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company
    - iii. The Company shall provide equipments and appliances, furniture and fixture and furnishing at the residence at the entire cost of the Company.
  2. **Medical Reimbursement:** Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical expenses for self and family subject to a ceiling of three month's last drawn salary per year.
  3. **Leave Travel Concession:** Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad in accordance with the rules of the Company.
  4. **Club Fees:** Subscription of or reimbursement of membership fees of two clubs in India or abroad including admission and life membership fees.
  5. **Medical Insurance and Personal Accident Insurance:** Medical Insurance and Personal Accident Insurance Policy for an amount, the annual premium of which shall not exceed Rs.50,000 per annum.
  6. **Life/Term Insurance:** The Company shall pay personal life/term insurance premium subject to a limit as may be decided by the Board from time to time.
  7. The Company's Contribution to provident fund, superannuation fund or annuity fund.
  8. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
  9. Encashment of leave for every year of completed service at the end of the tenure.
  10. **Other Perquisites:** Subject to the overall ceiling on remuneration mentioned herein below, he shall be entitled to any other allowances, benefits and perquisites as the Board of Directors may on the recommendation of the Nomination and Remuneration Committee thereof from time to time decide.

**Explanation:**

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost.

For the purposes of Perquisites stated above, "Family" means the spouse, dependent children and dependent parents of the Whole-Time Director.

**d) Amenities :**

Car and Telephone: The Company shall provide car for use on Company's business and telephone, internet broadband at the residence, personal long distance calls on telephone and use of car for private purpose shall be billed by the Company. The Whole-Time Director is also entitled to reimbursement of all actual expenses, including entertainment and travelling incurred in the course of the Company's business.

**(II) Overall Remuneration:**

The aggregate of salary, commission and perquisites in any financial year shall not exceed the overall ceiling laid down in Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act as may for the time being in force.

**(III) Whole-Time Director shall be liable to retire by rotation**

**(IV) Minimum Remuneration:**

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any of the financial years during the tenure of Whole-Time Director of the Company, he shall be entitled to receive and be paid the substantive remuneration mentioned in 1 above, but excluding Commission, as minimum remuneration and such remuneration shall be governed by the limits prescribed under Section II of Part II of Schedule V (as amended) of the Companies Act, 2013 as may for the time being in force, and as may be decided by the Board of Directors and subject to such sanctions and approvals as may be necessary.

**RESOLVED FURTHER THAT** the Board ("the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors may in its discretion pay to the Whole-Time Director any remuneration lower than the maximum remuneration hereinbefore stipulated and revise the same from time to time, within the maximum limits stipulated by this resolution.

**RESOLVED FURTHER THAT** an agreement of employment with the Whole-Time Director be entered into and such agreement be and is hereby authorized to be signed by any two directors, for and on behalf of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and is hereby authorized severally to file all forms with the Registrar of Companies and other statutory authorities as are necessary and appropriate to give effect to this resolution."

**10. Adoption of New set of Articles of Association:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and the Rules made thereunder, the existing Articles of Association of the Company be and is hereby replaced by a new set of Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board or any of the Directors of the Company or the Company Secretary be and is hereby authorised to do all the acts, deeds and things which are necessary for the aforesaid amendment in the Articles of Association.”

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

**“RESOLVED THAT** pursuant to provisions of Sections 197,198 and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby accords its consent and approval to pay remuneration to Non-Executive Directors of the Company by the way of commission not exceeding 1% of the Net Profit of the Company in lieu of their services to the Company and that Board of Directors of the Company (hereinafter referred to as ‘the Board’ which terms shall be deemed to include any committee which the Board may constitute to exercise its powers including powers conferred by this resolution) shall in their absolute discretion, decide the extent to which such remuneration is payable to each of the Non-Executive Directors based on their individual services to the Company within the ceiling limit of 1% of the Net profit of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate its powers conferred by this resolution to the Nomination and Remuneration Committee of Directors to determine the extent to which such remuneration is payable to each of the Non-Executive Directors based on their individual services to the Company.”

By Order of the Board  
For Repro India Limited

**Madhavi Kulkarni**

Company Secretary

Date : May 27, 2015

**Registered Office:**

11th Floor, Sun Paradise Business Plaza, B Wing,

Senapati Bapat Marg, Lower Parel,

Mumbai 400 013

Email – investor@reproindia ltd.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 and as per the Companies Act, 2013, of persons seeking appointment/re-appointment as Directors under Item No. 3 and Item Nos. 5-9 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 August 6, 2015 to August 12, 2015 (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 on August 5, 2015.
6. Dividend on equity shares as recommended by the Board for the year ended March 31, 2015, 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 August 5, 2015 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 August 5, 2015.
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 August 5, 2015.
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 2014-15, the Company has transferred the unclaimed or unpaid final dividend for the financial year ended March 31, 2007 to the IEPF. In the year 2015-16, the Company would be transferring the unclaimed or unpaid dividend for the year ended March 31, 2008 to IEPF on or before September 21, 2015. 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 22nd 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 22nd 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.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins at 10.00 a.m. on Sunday, August 9, 2015, and ends at 5.00 pm on Tuesday, August 11, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, August 5, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.</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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <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 the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

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

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company Name i.e. Repro India Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), 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 August 5, 2015 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, August 11, 2015 (5.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [investor@reproindia.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, August 11, 2015 (5.00 p.m. IST).

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

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

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 of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
26. The results declared along with Scrutinizer Report shall be placed on the Company's website [www.reproindia ltd.com](http://www.reproindia ltd.com) and on the CDSL website <http://www.cdslindia.com/evoting/live-evoting.html> within three days of passing of the Resolutions at AGM of the Company on Wednesday, August 12, 2015 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 27, 2015

**Registered Office:**

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

**Explanatory Statement Pursuant to Section 102(1) 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. 5-11 of the accompanying Notice:**

**ITEM NO. 5**

The present term of office of Mr. Pramod Khera as Executive Director as approved by the shareholders at the Annual General Meeting of the Company held on September 22, 2012, ended on May 18, 2015. Subject to the shareholders approval, the Board of Directors, at their meeting held on May 27, 2015, re-appointed the aforesaid Director for a further period of 3 years from the expiry date of his term, on the remuneration determined by the Nomination and Remuneration Committee of the Board of Directors. The Nomination and Remuneration Committee of the Board of Directors has recommended a revision in the remuneration. The terms of re-appointment including remuneration as approved by the Nomination and Remuneration Committee and the Board subject to the approval of the Members to be obtained at this Meeting are as mentioned in the Resolution no. 5 above.

Mr. Pramod Khera has been the Executive Director of the Company since May 18, 2009 and has successfully demonstrated his

abilities and excellence in the growth path of the Company and has substantially contributed to the consistent performance of the company.

A brief resume of Mr. Pramod Khera along with the nature of his expertise in specific functional areas and name of companies in which he holds directorship and membership/chairmanship of the Board Committees, as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges in India, is provided hereinafter.

As required under the Act, further particulars pertaining to the Company and the appointee are set out hereinafter.

Save and except the above said Director, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution. The Board recommends the Resolution set out at Item No. 5.

**ITEM NO. 6-9**

The present term of office of Mr. Vinod Vohra as Chairman of the Company, Mr. Sanjeev Vohra as Managing Director, Mr. Mukesh Dhruve and Mr. Rajeev Vohra as Executive Directors as approved by the shareholders at the Annual General Meeting of the Company held on September 22, 2012 will end on February 29, 2016, Subject to the shareholders approval, the Board of Directors, at their meeting held on May 27, 2015 re-appointed the aforesaid Directors for a further period of 3 years from the expiry date of their term, on the remuneration determined by the Nomination and Remuneration Committee of the Board of Directors. The Nomination and Remuneration Committee of the Board of Directors has recommended a revision in the remuneration.

Mr. Vinod Vohra, Mr. Sanjeev Vohra, Mr. Mukesh Dhruve and Mr. Rajeev Vohra are the Promoter-Directors of the Company and during the last more than 20 years have managed and steered the Company extremely successfully and have been responsible for the Companies achievement of consistently good financial results year after year.

A brief resume of the Directors along with the nature of their expertise in specific functional areas and name of Companies in which he holds Directorship and Membership/Chairmanship of the Board Committees, as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges in India, is provided hereinafter. The broad particulars of remuneration payable to and the terms of the appointment of Mr. Vinod Vohra, Mr. Sanjeev Vohra, Mr. Mukesh Dhruve and Mr. Rajeev Vohra are as per the Resolution Nos. 6-9 respective set out in the accompanying notice.

Mr. Vinod Vohra, Mr. Sanjeev Vohra, Mr. Mukesh Dhruve and Mr. Rajeev Vohra are concerned or interested in the respective resolution which pertains to their re-appointment. Further Mr. Vinod Vohra , Mr. Sanjeev Vohra and Mr. Rajeev Vohra may also be deemed to be interested in the resolution for the appointment of each other as they are related to each other. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution.

As required under the Act, further particulars pertaining to the Company and the appointees are set out hereinafter.

The Board recommends the Resolutions set out at Item Nos. 6, 7, 8 and 9 of the Notice for your approval.

**ITEM NO. 10**

**AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

It is hereby informed that majority of the sections of the Companies Act, 2013 have been notified. Pursuant to the notified provisions, the Articles of Association is required to be amended to align it with new provisions. It is therefore proposed to adopt new set of the Articles of Association of the Company in place of existing Articles of Association of the Company.

As per Section 14 of the Companies Act, 2013, approval of members of the Company by Special Resolution is required. Therefore Board of Directors recommend to pass the resolution mentioned in the Notice as a Special Resolution.

The copy of the Articles of Association of the Company is open for inspection of the shareholders at the registered office of the Company during working hours except on holidays.

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

The Board recommends the Resolution set out at Item No. 10 of the Notice for your approval.

**ITEM NO. 11**

The Non-Executive Directors of the Company are required to render services to the Company from time to time, which are beneficial to the performance of the Company. With the growth of activities of the Company it is important for the Company to utilize the expertise of the Non-Executive Directors as and when required. It is therefore proposed to pay remuneration to the Non-Executive Directors, in lieu of their services to the Company, by way of commission not exceeding 1% of the net profit of the Company.

The Directors recommend the Special Resolution for the approval of the members.

Except the Non-Executive Directors, none of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in the said Resolution.

The passing of the aforesaid resolution also does not relate to or affect any other Company.

The Board recommends the Resolution set out at Item No. 11 of the Notice for your approval.

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

**Madhavi Kulkarni**

Company Secretary

Date : May 27, 2015

**Registered Office:**

11th Floor, Sun Paradise Business Plaza,

Senapati Bapat Marg, Lower Parel,

Mumbai 400 013 Email : investor@reproindia.com

CIN: L22200MH1993PLC071431

**I. General information**

- (a) Nature of Industry : The Company is engaged in Value Added Print Solutions.
- (b) Date or expected date of commencement of commercial production: The Company commenced business in the year 1993.
- (c) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in te prospectus - NA
- (d) Financial performance:

(₹ in Lacs)

	2013-14	2012-13	2011-12
Gross Turnover	42,070	38,034	35,414
Profit for the year before tax	3,707	4,157	3,673
Other Income	305	36	45
Provision for Taxation	737	313	69
Profit after Taxation	2,971	3,844	3,604
Balance brought forward from the previous year	12,523	10,344	8,363
Balance available for appropriation	2,971	3,844	3,604
Less : Appropriations	1,662	1,664	1,623
Balance carried to Balance Sheet	13,832	12,523	10,344

	2013-14	2012-13	2011-12
Equity Share Capital	1,090	1,090	1,084
Reserves & Surplus	19,713	17,917	15,327
Fixed Assets	28,812	26,151	23,776
Investments	407	407	7
Net Current Assets	246	326	1,689

	2013-14	2012-13	2011-12
Export earning on FOB basis	19,240	21,471	19,507

- (e) Foreign investments or collaborations, if any: N.A.

## II. Information about the appointees

### 1. Mr. Pramod Khera

Background details:

<b>Name of the Director</b>	<b>Mr. Pramod Khera</b>
<b>Date of Birth</b>	February 22, 1960
<b>DIN</b>	00235308
<b>Date of Appointment</b>	May 18, 2009
<b>Areas of Experience, Job profile and his suitability</b>	<p>Prior to joining Repro in May 2009, Mr. Pramod Khera was heading Aptech Ltd. as its CEO and Managing Director since 2001. He was responsible for the global operations of the company, which included the education brands of Aptech Computer Education, Arena Animation, Avalon Academy and N-Power. Aptech has over 1000 training centres in 35 countries. Mr. Pramod Khera's responsibilities also included overseeing the China JV, On-line Learning, On-line Testing and Corporate Training businesses of Aptech.</p> <p>With over 20 years in Aptech, Mr. Pramod Khera has been a part of the growth of the Company since inception and has contributed significantly in building Aptech into a Global Learning Organisation. Mr. Pramod Khera has authored a book titled, "Franchising - The Route Map to Rapid Business Excellence", published by Tata McGraw Hill. He is also the National Vice-President of The Franchising Association of India. He has participated in various forums on IT, Education, Franchising and Strategy in India and abroad.</p> <p>Mr. Pramod Khera was also instrumental in pioneering Tele-Shopping in India when he set up Tele-Shopping Network (a UTV venture) as its CEO during 1994-96. With a total work experience of nearly 30 years, Mr. Pramod Khera has also worked with NIIT and Calico Mills. He has a very rich experience in Education Branding. Mr. Khera prior to his appointment as Executive Director of the Company on May 18, 2009 was also associated with the Company as a Director of Aptech Ltd and is fully conversant with the business operations of the Company.</p> <p>Subject to the superintendence, control and direction of the Board, Mr. Khera will manage and superintend the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.</p>
<b>Educational Qualifications</b>	B.Tech from IIT Delhi; PGDIM from IIM Bangalore and Ph.D. in "Knowledge Management" from Pune University
<b>Companies in which he holds Directorship</b>	Repro Innovative Digiprint Limited MPR Consultants Private Limited
<b>Membership/Chairmanship of other Board Committees</b>	NIL
<b>Shareholding</b>	As on March 31, 2015-243401; As on May 27, 2015-181301
<b>Stock options granted and vested</b>	NIL
<b>Past Remuneration</b>	The remuneration drawn by Mr. Pramod Khera as the Executive Director of the Company during the financial year ended March 31, 2015, has been mentioned in the Report of Board of Directors on Corporate Governance
<b>Recognition or awards</b>	As Stated above
<b>Remuneration proposed</b>	As mentioned in the forgoing pages
<b>Comparative remuneration Profile with respect to industry, size of the Company, profile of the position and person</b>	The remuneration structure of Mr. Pramod Khera is not higher than what is drawn by his peers in comparable Companies.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:</b>	Mr. Pramod Khera being a Executive Director will not be entitled to remuneration under any other head. No relative of Mr. Khera has any relationship with the Company except as mentioned in Note No. 29 on the Related Party Transactions in the Financial Statement.

#### Disclosures

- (a) The remuneration package of Mr. Pramod Khera has already set out above.
- (b) The necessary disclosures as required under paragraph (B) of Section II of Part II of Schedule V of the Act have been made as above.
- (c) The Board considers that having regard to the significant contribution of Mr. Khera towards remarkable growth of operational activities of the Company during his current tenure, the re-appointment of Mr. Khera as Executive Director of the Company for a further period of three years is fully justified. As such the Board recommends the Special Resolution set out in item 5 of the Notice convening the meeting for the approval of the Shareholders.
- (d) A draft of the Agreement between the Company and the Director will be available for inspection by the members of the Company at its Registered Office on any working day prior to the date of the meeting during the usual business hours and will also be available at the Meeting.
- (e) Except Mr. Pramod Khera, no other Director/Key Managerial Personnel nor any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution.
- (f) This may be treated as an abstract of the terms of re-appointment in terms of Section 190 of the Act.
- (g) The passing of the aforesaid resolution also does not relate to or affect any other Company.

## 2. Mr. Vinod Vohra

### Background details

<b>Name of the Director</b>	<b>Mr. Vinod Vohra</b>
<b>Date of Birth</b>	February 15, 1952
<b>DIN</b>	00112245
<b>Date of Appointment</b>	April 1, 1993
<b>Areas of Experience, Job profile and his suitability</b>	Mr. Vinod Vohra, is a Science Graduate. Having begun his career in marketing, his interests led him to setting up technology led projects. Being keenly interested in technology, he was among the few people to recognise the potential of the Apple Macintosh computer and use it for Graphic Desktop Publishing and Multimedia applications. His vision was instrumental in our Company's transition to the area of Fulfilment services. He was responsible for the planning and setting up our Company's Print and Fulfilment facility, and currently keeps in tune with the technology required to enhance the business infrastructure as well as to plan the infrastructure for our Company's foray into newer business lines. Subject to the superintendence, control and direction of the Board, Mr. Vinod Vohra will manage and superintend the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.
<b>Educational Qualifications</b>	Science Graduate
<b>Companies in which he holds Directorship</b>	Repro Innovative Digiprint Limited Repro Knowledgecast Private Limited VOCON Manufacturing Private Limited Repro Applied Learning Solutions Limited
<b>Membership/Chairmanship of other Board Committees</b>	NIL
<b>Shareholding</b>	As on March 31, 2015-187700; As on May 27, 2015-Nil
<b>Past Remuneration</b>	The remuneration drawn by Mr. Vinod Vohra, the Chairman of the Company during the financial year ended March 31, 2015, has been mentioned in the Report of Board of Directors on Corporate Governance
<b>Recognition or awards</b>	None
<b>Remuneration proposed</b>	As mentioned in the forgoing pages
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	The remuneration structure of Mr. Vinod Vohra is not higher than what is drawn by his peers in comparable Companies
<b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:</b>	Mr. Vinod Vohra being a Executive Director will not be entitled to remuneration under any other head. No relative of Mr. Vinod Vohra has any relationship with the Company except as mentioned in Note No. 29 on the Related Party Transactions in the Financial Statement.

### Disclosures

- (a) The remuneration package of Mr. Vinod Vohra has already set out above.
- (b) The necessary disclosures as required under paragraph (B) of Section II of Part II of Schedule V of the Act have already been made above.
- (c) The Board considers that having regard to the significant contribution of Mr. Vinod Vohra towards remarkable growth of operational activities of the Company during his current tenure, the re-appointment of Mr. Vinod Vohra as Executive Director and as Chairman of the Company for a further period of three years is fully justified. As such the Board recommends the Special Resolution set out in item 6 of the Notice convening the meeting for the approval of the Shareholders.
- (d) A draft of the Agreement between the Company and the Director will be available for inspection by the members of the Company at its Registered Office on any working day prior to the date of the meeting during the usual business hours and will also be available at the Meeting.
- (e) Except Mr. Vinod Vohra, no other Director/ Key Managerial Personnel nor any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution. Further, Mr. Vinod Vohra, Mr. Sanjeev Vohra and Mr. Rajeev Vohra may also be deemed to be interested in the resolution for the appointment of each other as they are related to each other.
- (f) This may be treated as an abstract of the terms of re-appointment in terms of Section 190 of the Act.
- (g) The passing of the aforesaid resolution also does not relate to or affect any other Company.

### 3. Mr. Sanjeev Vohra

#### Background details

<b>Name of the Director</b>	<b>Mr. Sanjeev Vohra</b>
<b>Date of Birth</b>	February 25, 1957
<b>DIN</b>	00112352
<b>Date of Appointment</b>	April 1, 1993
<b>Areas of Experience, Job profile and his suitability</b>	Mr. Sanjeev Vohra, having graduated in Economics and Finance, is the main financial mind behind the Company. He has been significantly responsible for the investment strategy of Repro that has driven the Company into the field of value added print solutions and now the e-initiatives. Through his direction, guidance and efficient resource management, he has taken the Company into high growth business areas, which have resulted in niche and specialized segments of growth.  Subject to the superintendence, control and direction of the Board, Mr. Sanjeev Vohra will manage and superintend the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.
<b>Educational Qualifications</b>	Graduated in Economics and Finance
<b>Companies in which he holds Directorship</b>	Repro Enterprises Private Limited (formerly name Reproductions Pvt. Ltd.), Repro Knowledgecast Limited Repro Innovative Digiprint Limited Zoyaksa Consultants Private Limited MPR Consultants Private Limited Repro Applied Learning Solutions Limited
<b>Membership/Chairmanship of other Board Committees</b>	NIL
<b>Shareholding</b>	As on March 31, 2015-573036; As on May 27, 2015-344050
<b>Past Remuneration</b>	The remuneration drawn by Mr. Sanjeev Vohra as the Managing Director of the Company during the financial year ended March 31, 2015, has been mentioned in the Report of Board of Directors on Corporate Governance.
<b>Recognition or awards</b>	None
<b>Remuneration proposed</b>	As mentioned in the forgoing pages.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	The remuneration structure of Mr. Sanjeev Vohra is not higher than what is drawn by his peers in comparable Companies.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:</b>	Mr. Sanjeev Vohra being a Executive Director will not be entitled to remuneration under any other head. No relative of Mr. Sanjeev Vohra has any relationship with the Company except as mentioned in Note No. 29 on the Related Party Transactions in the Financial Statement.

#### Disclosures

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| <p>(a) The remuneration package of Mr. Sanjeev Vohra has already set out above.</p> <p>(b) The necessary disclosures as required under paragraph (B) of Section II of Part II of Schedule V of the Act have already been made above.</p> <p>(c) The Board considers that having regard to the significant contribution of Mr. Sanjeev Vohra towards remarkable growth of operational activities of the Company during his current tenure, the re-appointment of Mr. Sanjeev Vohra as Managing Director of the Company for a further period of three years is fully justified. As such the Board recommends the Special Resolution set out in item 7 of the Notice convening the meeting for the approval of the Shareholders.</p> <p>(d) A draft of the Agreement between the Company and the</p> | <p>Director will be available for inspection by the members of the Company at its Registered Office on any working day prior to the date of the meeting during the usual business hours and will also be available at the Meeting.</p> <p>(e) Except Mr. Sanjeev Vohra, no other Director/ Key Managerial Personnel nor any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution. Further, Mr. Vinod Vohra, Mr. Sanjeev Vohra and Mr. Rajeev Vohra may also be deemed to be interested in the resolution for the appointment of each other as they are related to each other.</p> <p>(f) This may be treated as an abstract of the terms of re-appointment in terms of Section 190 of the Act.</p> <p>(g) The passing of the aforesaid resolution also does not relate to or affect any other Company.</p> |
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#### 4. Mr. Mukesh Dhruve

##### Background details

<b>Name of the Director</b>	<b>Mr. Mukesh Dhruve</b>
<b>Date of Birth</b>	April 28, 1960
<b>DIN</b>	00081424
<b>Date of Appointment</b>	December 28, 1993
<b>Areas of Experience, Job profile and his suitability</b>	Mr. Mukesh 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 businesses with the countries in different Continents. He has been responsible for building relationships with Financial Institutions. He also directs the Legal and Secretarial operations of our Company.  Subject to the superintendence, control and direction of the Board, Mr. Mukesh Dhruve will manage and superintend the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.
<b>Educational Qualifications</b>	B. Com, FCA
<b>Companies in which he holds Directorship</b>	Repro Knowledgecast Limited Repro Innovative Digiprint Limited MPR Consultants Private Limited Repro Applied Learning Solutions Limited
<b>Membership/Chairmanship of other Board Committees</b>	NIL
<b>Shareholding</b>	As on March 31, 2015-366000; As on May 27, 2015-250000
<b>Past Remuneration</b>	The remuneration drawn by Mr. Mukesh Dhruve as the Executive Director of the Company during the financial year ended March 31, 2015, has been mentioned in the Report of Board of Directors on Corporate Governance.
<b>Recognition or awards</b>	None
<b>Remuneration proposed</b>	As mentioned in the forgoing pages
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	The remuneration structure of Mr. Mukesh Dhruve is not higher than what is drawn by his peers in comparable Companies.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any</b>	Mr. Mukesh Dhruve being a Executive Director will not be entitled to remuneration under any other head. No relative of Mr. Mukesh Dhruve has any relationship with the Company except as mentioned in Note No. 29 on the Related Party Transactions in the Financial Statement.

##### Disclosures

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| <p>(a) The remuneration package of Mr. Mukesh Dhruve has already set out above.</p> <p>(b) The necessary disclosures as required under paragraph (B) of Section II of Part II of Schedule V of the Act have already been made above.</p> <p>(c) The Board considers that having regard to the significant contribution of Mr. Mukesh Dhruve towards remarkable growth of operational activities of the Company during his current tenure, the re-appointment of Mr. Mukesh Dhruve as Executive Director of the Company for a further period of three years is fully justified. As such the Board recommends the Special Resolution set out in item 8 of the Notice convening the meeting for the approval of the Shareholders.</p> | <p>(d) A draft of the Agreement between the Company and the Director will be available for inspection by the members of the Company at its Registered Office on any working day prior to the date of the meeting during the usual business hours and will also be available at the Meeting.</p> <p>(e) Except Mr. Mukesh Dhruve, no other Director/ Key Managerial Personnel nor any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution.</p> <p>(f) This may be treated as an abstract of the terms of re-appointment in terms of Section 190 of the Act.</p> <p>(g) The passing of the aforesaid resolution also does not relate to or affect any other Company.</p> |
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## 5. Mr. Rajeev Vohra

### Background details

<b>Name of the Director</b>	<b>Mr. Rajeev Vohra</b>
<b>Date of Birth</b>	October 8, 1960
<b>DIN</b>	00112001
<b>Date of Appointment</b>	April 1, 1993
<b>Areas of Experience, Job profile and his suitability</b>	Mr. Rajeev Vohra, is a commerce graduate. He has over the past years, acquired considerable experience in manufacturing, both on the technical and management front. Based on this experience he has introduced efficient technology processes to Repro. His skills were acknowledged when he was nominated for the India Young Business Achiever Award instituted by Sistas Worldcom Inc. and the Indian Express Group in 1997. He currently directs the Digital Printing Business of the Company.  Subject to the superintendence, control and direction of the Board, Mr. Rajeev Vohra will manage and superintend the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable
<b>Educational Qualifications</b>	Commerce Graduate
<b>Companies in which he holds Directorship</b>	Repro Enterprises Private Limited (formerly name Reproductions Private Limited) Repro Knowledgecast Limited Repro Innovative Digiprint Limited Repro Applied Learning Solutions Limited
<b>Membership/Chairmanship of Other Board Committees</b>	NIL
<b>Shareholding</b>	As on March 31, 2015-172314; As on May 27, 2015-Nil
<b>Past Remuneration</b>	The remuneration drawn by Mr. Rajeev Vohra as the Executive Director of the Company during the financial year ended March 31, 2015, has been mentioned in the Report of Board of Directors on Corporate Governance.
<b>Recognition or awards</b>	None
<b>Remuneration proposed</b>	As mentioned in the forgoing pages.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	The remuneration structure of Mr. Rajeev Vohra is not higher than what is drawn by his peers in comparable Companies.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:</b>	Mr. Rajeev Vohra being a Executive Director will not be entitled to remuneration under any other head. No relative of Mr. Rajeev Vohra has any relationship with the Company except as mentioned in Note No. 29 on the Related Party Transactions in the Financial Statement.

### Disclosures

- The remuneration package of Mr. Rajeev Vohra has already set out above.
- The necessary disclosures as required under paragraph (B) of Section II of Part II of Schedule V of the Act have already been made above.
- The Board considers that having regard to the significant contribution of Mr. Rajeev Vohra towards remarkable growth of operational activities of the Company during his current tenure, the re-appointment of Mr. Rajeev Vohra as Executive Director of the Company for a further period of three years is fully justified. As such the Board recommends the Special Resolution set out in item 9 of the Notice convening the meeting for the approval of the Shareholders.
- A draft of the Agreement between the Company and the Director will be available for inspection by the members of the Company at its Registered Office on any working day prior to the date of the meeting during the usual business hours and will also be available at the Meeting.
- Except Mr. Rajeev Vohra, no other Director/ Key Managerial Personnel nor any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution.

Further, Mr. Vinod Vohra, Mr. Sanjeev Vohra and Mr. Rajeev Vohra may also be deemed to be interested in the resolution for the appointment of each other as they are related to each other.

- This may be treated as an abstract of the terms of re-appointment in terms of Section 190 of the Act.
- The passing of the aforesaid resolution also does not relate to or affect any other Company.

### OTHER INFORMATION

#### III. Other information:

- Reasons of loss or inadequate profits : Business exigencies
- Steps taken or proposed to be taken for improvement: The Company is taking all the steps to avoid such business exigencies.
- Expected increase in productivity and profits in measurable terms - As of now Company does not anticipate any inadequacy of profits. Out of abundant caution with regard to any business exigencies that may arise, the Company is providing the above disclosures.





**REPRO INDIA LIMITED**

CIN : L22200MH1993PLC071431

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

Website: www.reproindia ltd.com

**PROXY FORM**

**TWENTY SECOND ANNUAL GENERAL MEETING ON AUGUST 12, 2015**

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

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

- 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 Second 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 Wednesday, August 12, 2015 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	To receive, consider and adopt the audited financial statements including audited Consolidated financial statement of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon		
2	Approval of dividend on equity shares for the financial year 2014-15		
3	Appoint a Director in place of Mr. Rajeev Vohra 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	Reappointment of Mr. Pramod Khera as a Whole Time Director designated as Executive Director of the Company		
6	Re-appointment of Mr. Vinod Vohra, as a Whole-Time Director designated as Executive Director and as a Chairman of the Company		
7	Reappointment of Mr. Sanjeev Vohra , as Managing Director of the Company		
8	Reappointment of Mr.Mukesh Dhruve, as Whole Time Director designated as Executive Director of the Company		
9	Reappointment of Mr. Rajeev Vohra , as Whole Time Director designated as Executive Director of the Company		
10	Adoption of new set of Articles of Association		
11	Remuneration to the Non Executive Directors of the Company		

Signed this ..... day of ..... 2015

Signature of the Member.....

Signature of the Proxy holder (s) .....

Affix 1 Rupee Revenue Stamp
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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 Phone: 022-71914000 Fax: 022-71914001 Email: investor@reproindia ltd.com

Website: www.reproindia ltd.com

**TWENTY SECOND ANNUAL GENERAL MEETING ON AUGUST 12, 2015****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 Second Annual General Meeting (AGM) of the Company to be held on Wednesday, August 12, 2015 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	To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon			
2	Approval of dividend on equity shares for the Financial Year 2014-15			
3	Appoint a Director in place of Mr. Rajeev Vohra 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	Re-appointment of Mr. Pramod Khera as a Whole Time Director designated as Executive Director of the Company			
6	Re-appointment of Mr. Vinod Vohra, as a Whole-Time Director designated as Executive Director and as a Chairman of the Company			
7	Reappointment of Mr. Sanjeev Vohra, as Managing Director of the Company			
8	Re-appointment of Mr. Mukesh Dhruve, as Whole Time Director designated as Executive Director of the Company			
9	Re-appointment of Mr. Rajeev Vohra, as Whole Time Director designated as Executive Director of the Company			
10	Adoption of new set of Articles of Association			
11	Remuneration to the Non-Executive Directors of the Company			

Place:

Date:

\_\_\_\_\_  
Signature

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

## **INSTRUCTIONS**

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

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

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS : 5683) at the Registered Office of the Company on or before August 11, 2015, 5.00 p.m. Alternatively, the Ballot can also be deposited in the box to be made available at the venue during the AGM.
2. The Ballot Form should be signed by the member as per the specimen signature registered with the Company/ Depositories. In case of Joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member,

mentioning the registration no. of POA registered with the Company or enclosing an attested copy of POA.

3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (√) mark in the column provided in the ballot.
5. The voting rights of Shareholders shall be in proportion of the shares held by them in the paid up equity Share Capital of the Company as on August 5, 2015 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 Scrutinizer's report, shall be placed on the Company's website : [www.reproindia ltd.com](http://www.reproindia ltd.com) within three days of the passing of the resolutions at the AGM of the Company on August 12, 2015, and communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.