October 7, 2017

To,
BSE Limited,
Corporate Services Department,
Floor 1, Rotunda Building,
Dalal Street, Mumbai – 400 001
(SCRIP CODE : 532687)

National Stock Exchange of India Limited,
The Listing Department,
Bandra- Kurla Complex,
Bandra, Mumbai- 400 051
(Scrip Symbol – REPRO)

Dear Sir/Madam,

Sub: Notice of Extraordinary General Meeting

We enclose herewith the Notice of Extraordinary General Meeting of the Company to be held on Thursday, November 2, 2017 at M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East), Mumbai 400 051 at 10.30 a.m.

This is for your information and records.

Thanking you,

Yours faithfully,
For **REPRO INDIA LIMITED,**

MUKESH DHRUVE
DIRECTOR
DIN: 00081424

Encl: As Above

Corporate & Registered Office
Repro India Limited
11th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013, India
Tel: +91-22-71914000
Fax: +91-22-71914001
CIN: L22200MH1993PLC071431

Mahape
Plot No. 50/2, T.T.C. MIDC Industrial Area,
Mahape, Navi Mumbai -400 710
Tel: +91-22-71785000
Fax: +91-22-71785011

Surat
Plot No. 90 to 93,165 Surat Special Economic Zone,
Road No. 11, GIDC, Sachin. Surat - 394 230
Tel: +0261-3107396/97, 2398895/97
Fax: +0261-2398030

Chennai
No 146,East Coast Road, Vettuvankeni,
Chennai - 600115,
Tel: +91-44-2449 0130
Fax: +91-44-24490836

E-mail: info@reproindialtd.com \ **Website:** www.reproindialtd.com

REPRO INDIA LIMITED

Reg. Office: 11th Floor, Sun Paradise Business Plaza, 'B' Wing, Senapati Bapat Marg,
Lower Parel, Mumbai 400013, India. Tel: +91 22 71914000 Fax: +91 22 71914001
CIN: L22200MH1993PLC071431
Email: investor@reproindialtd.com Website: www.reproindialtd.com

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the members of **Repro India Limited** will be held on 2nd day, of November, 2017, at 10.30 a.m. at MIG Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East), Mumbai 400 051 to consider and to pass the following business.

SPECIAL BUSINESS

ITEM NO. 1: PREFERENTIAL ALLOTMENT OF EQUITY SHARES OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions of the Companies Act, 2013 (the "**Act**"), rules made thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (the "**SEBI Regulations**"), listing agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited (collectively the "**Stock Exchanges**") where the equity shares of the Company are listed (including statutory modifications or re-enactment of aforesaid and for the time being force), enabling provisions of the Memorandum of Association and Articles of Association of Repro India Limited (the "**Company**"), other statutes, law, notifications, circulars, rules and regulations as may be applicable and relevant and subject to requisite approvals or permissions of the Securities and Exchange Board of India (the "**SEBI**"), Stock Exchanges, and such other authorities, institutions or persons as may be required, and subject to such conditions as may be prescribed by any of them while granting approval or permission as may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the approval and consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized to create, offer, issue and allot on a preferential basis upto 5,92,592 equity shares of face value of Rs. 10 (Rupees Ten) each of the Company, for cash at an issue price of Rs. 675/- (Rupees Six Hundred and Seventy Five only) per equity share (the "**Equity Shares**"), up to an amount of Rs. 40 Crores (Rupees Forty Crores only) to the following entities (the "**Investors**") which form part of the public shareholders of the Company:

Sr. No	Name of Applicant	Number of Equity Shares Applied
1	Malabar India Fund Limited	4,29,629
2	Malabar Value Fund	88,889
3	Kedia Securities Pvt. Ltd.	74,074
	Total	5,92,592

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the "*Relevant Date*" for the purpose of calculating the issue price for the issue of Equity Shares is 3rd October, 2017 which is 30 days prior to the date of this Extraordinary General Meeting i.e. 2nd November, 2017 and the issue price so calculated is Rs. 665.04/- (Rupees Six Hundred and Sixty Five and Four Paise only). The Board may determine or vary the Issue price, not less than the price arrived in accordance with the provision of Chapter VII of the SEBI Regulation and applicable law, to comply the relevant statutory provisions or as may be circumstances or necessary in interest of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of this resolution.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary permissions and approvals from the Stock Exchanges.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Statutory Auditor of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the Company do apply for the listing of new equity shares as may be issued with the BSE Limited and National Stock Exchange of India Limited.

RESOLVED FURTHER THAT the Company do make an application to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for admission of new equity shares.

RESOLVED FURTHER THAT the Company do amend the Charter Document where required, to effectuate such rights provided to the investors, if any, in terms of the Share Subscription Agreement, executed between the Company and the Investors.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid

resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects. ”

ITEM NO. 2: PREFERENTIAL ALLOTMENT OF WARRANTS OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions of the Companies Act, 2013 (the “**Act**”), Rules made thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (the “**SEBI Regulations**”), listing agreements entered into by the Company with the National Stock Exchange of India Limited and BSE Limited (collectively the “**Stock Exchanges**”) where the equity shares of the Company are listed (including statutory modifications or re-enactment of aforesaid and for the time being force), enabling provisions of the Memorandum of Association and Articles of Association of Repro India Limited (the “**Company**”), other statutes, law, notifications, circulars, rules and regulations as may be applicable and relevant and subject to requisite approvals or permissions of the Securities and Exchange Board of India, Stock Exchange, Ministries and Departments of the Government of India and such other authorities, Institutions or persons as may be required, and subject to such conditions as may be prescribed by any of them while granting approval or permission as may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) the approval and consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized to create, offer, issue and allot, from time to time in one or more tranches upto 5,92,592 warrants (the “**Warrants**”) on a preferential basis to the following entities (the “**Warrant Holders**”) which form part of the public shareholders of the Company:

Sr. No	Name of Applicant	Number of Warrant Shares Applied
1	Malabar Value Fund	4,29,629
2	Malabar Value Fund	88,889
3	Kedia Securities Pvt. Ltd.	74,074
	Total	5,92,592

each convertible into, or exchangeable for, one equity share of face value of Rs. 10 each (the “**Converted Equity Shares**”) at a price (including the warrant subscription price and the warrant exercise price) of Rs. 675/- (Rupees Six Hundred and Seventy Five only) each upto an amount to Rs. 40 Crores (Rupees Forty Crores only), on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the “*Relevant Date*” for the purpose of calculating the issue price for the issue of the Warrants is 3rd October, 2017 which is 30 days prior to the date of this Extraordinary General Meeting i.e. 2nd November, 2017 and the issue price so calculated is Rs. 665.04/- (Rupees Six Hundred and Sixty Five

and Four Paise only). The Board may determine or vary the Issue price, not less than the price arrived in accordance with the provision of Chapter VII of the SEBI Regulation and applicable law, to comply the relevant statutory provisions or as may be circumstances warrant or necessary in interest of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

i) The Converted Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Warrants may be exercised by the Warrant Holder(s) at any time before the expiry of 18 (eighteen) months from the date of allotment of the Warrants.

ii) The Warrant subscription price equivalent to 25% of the issue price of the Equity Shares shall be payable at the time of subscription to the Warrants, in accordance with Regulation 77 of the ICDR Regulations (the "**Warrant Subscription Price**"), which will be kept by the Company to be adjusted and appropriated against the issue price of the Converted Equity Shares. Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant Holder(s) at the time of exercising the Warrant.

iii) The issue of the Warrants as well as the Converted Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

iv) In the event the Warrant Holder(s) does not exercise the Warrants within 18 months from the date of allotment of the Warrants, the Warrants shall lapse and the Warrant Subscription Price paid by the Warrant Holders shall stand forfeited by the Company.

v) The Converted Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company.

vi) The warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Converted Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.

RESOLVED FURTHER THAT the Company do apply for listing of the Converted equity shares as may be issued on conversion of Warrant with the Stock Exchanges.

RESOLVED FURTHER THAT the Company do make an application to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for admission of the Converted Equity Shares.

RESOLVED FURTHER THAT the Company do amend the Charter Document where required, to effectuate such rights provided to the investors, if any, in terms of the Share Subscription Agreement, executed between the Company and the Investors.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem

necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and the Converted Equity Shares and utilisation of proceeds of the Converted Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities.

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

ITEM NO. 3: PREFERENTIAL ALLOTMENT OF EQUITY WARRANTS OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Sections 41, 42 ,62 and 71, as may be applicable and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any amendment thereto or re-enactment thereof) ("**Act**") read with the provisions of the Companies (Share Capital and Debenture) Rules, 2014 and any other applicable rules made thereunder and in accordance with the provisions of the Memorandum of Association and Articles of Association of Repro India Limited (the "**Company**") and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, the listing agreement entered into with the National Stock Exchange of India Limited and BSE Limited (together the "**Stock Exchanges**") where the equity shares of the Company are listed, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (the "**SEBI (ICDR) Regulations**") (including any amendment thereto or re-enactment thereof, for the time being in force), the Securities Contracts Regulation Act, 1956 (the "**SCRA**"), and the rules framed thereunder, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), the provisions of Depository Receipt Scheme, 2014, ("**DR Scheme**"), the Foreign Exchange Management Act, 1999 ("**FEMA**"), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by Securities and Exchange Board of India (the "**SEBI**"), Reserve Bank of India (the "**RBI**"), the Stock Exchanges, the Department of Industrial Policy and Promotion, (the "**DIPP**"), the Foreign Investment Promotion Board (the "**FIPB**"), the Government of India, the Registrar of Companies or any other relevant authority from time to time (together the "**Governmental Authorities**"), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities, consents from the

lenders of the Company, and subject to such other approvals, conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), the Board be and is hereby authorized, on behalf of the Company, to create, offer, issue and allot, (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares (the "**Equity Shares**") of the Company with a face value of Rs. 10/- (Rupees Ten each) and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for the Equity Shares and/or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares, with or without voting rights or any securities other than warrants, which are convertible with Equity Shares at later date, (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), Global Depository Receipts, American Depository Receipts (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public and/or Qualified Institutions Placement ("**Qualified Institutional Placement**" or "**QIP**") and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("**QIBs**") in accordance with Chapter VIII of the SEBI (ICDR) Regulations, (whether residents and/or non-residents) and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian) alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors including entities forming part of promoter, promoter group, a sister subsidiary or any other group company and whether they be holders of the Equity Shares of the Company or not (collectively called the "**Investors**") as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, for an aggregate amount (whether by way of a preferential issue and / or a QIP) shall not exceed Rs 100 crores (Rupees one hundred crores only) or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VIII of SEBI (ICDR) Regulations) or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary (ies) appointed and / or to be appointed by the Company (the "Issue") .

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VIII of the SEBI (ICDR) Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI (ICDR) Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI (ICDR) Regulations. The Company may, in accordance with applicable law,

also offer a discount of not more than 5% or such percentage as permitted under applicable law on price calculated in accordance with the pricing formula provided under SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP in accordance with Chapter VIII of the SEBI (ICDR) Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including a committee of the Board) decides to open the proposed Issue and in the event that eligible convertible securities (as defined under the SEBI (ICDR) Regulations) are issued pursuant to the QIP, the relevant date for the purpose of pricing of such convertible securities, shall be either the date of the meeting in which the Board of the Company (including a committee of the Board) decides to open the proposed Issue of such convertible securities or the date on which the holder of such convertible securities become entitled to apply for the Equity Shares.

RESOLVED FURTHER THAT in relation to the Issue, the Board be and is hereby authorized to issue and allot such number of Securities as may be required to be issued and allotted, including redemption or cancellation of any such securities in accordance with the terms of the Issue in respect of the Securities or any subsequent amendment to the terms of the Issue as the Board may decide subsequent to the Issue and to exercise all powers relating to the Issue and all such equity shares shall rank pari passu with the then existing Equity Shares in all respects including dividend except as provided otherwise under the terms of Issue and in the offer document / offer letter / offering circular and / or listing particulars.

RESOLVED FURTHER THAT in addition to all the Applicable Laws, the Issue of Securities in pursuance of this Resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or proposed to be listed or that may in any other manner apply to such Securities or provided in the terms of their issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the offering circular / placement document/offer letter/ depository agreement/ any other agreement for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the placement document/offer letter/ depository agreement and any amendments and supplements thereto with any applicable Stock Exchanges (whether in India or abroad), government statutory and regulatory authorities, institutions or bodies, as may be required and all such acts and deeds that are necessary to comply with the terms and conditions subject to such approval/s, sanction/s, permission/s, consent/s etc. would be provided by the Stock Exchange(s), SEBI, FIPB, RBI and any other Government Authority.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue, all such Equity Shares shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board, where required in consultation with the lead managers and/or other advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion,

deem necessary or desirable for such purpose, including but not limited terms and conditions for issuance of Securities including number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deemed expedient, entering into an executing arrangement for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments, supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to finalization and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the Issue, including the selection of qualified institutional buyers and other eligible investors under the applicable laws to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board/committee of directors be and is hereby authorized to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors and all such professionals or agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s) and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to form a committee and/or delegate all or any of its power to any committee of directors (including any officer(s) of the Company) to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and /or holders of any Securities including terms or issue of additional equity shares or variations of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

RESOLVED FURTHER THAT the Company do amend the Charter Document if required from time to time.

RESOLVED FURTHER THAT the issue of all equity shares referred to above shall rank pari passu with the existing Equity Shares of the Company in all respects."

By Order of the Board
For Repro India Limited
Sd/-
Mukesh Dhruve
Director (DIN: 00081424)

Place : Mumbai
Date: 7th October, 2017

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES, ACT 2013

Your Company engaged in the business of, inter alia, printing and distribution comprising physical book distribution, print on demand, offset printing, and digital services and works closely with publishers, retailers, bookstores, libraries, and schools both domestically and internationally to provide dynamic and targeted solutions for today's complex content publishing challenges and deliver end-to-end printing and fulfilment solutions. The objective of the proposed Qualified Institutional Placement is to meet the requirements of the Company including financial obligations, other external liabilities, working capital, and other general corporate expenses, in such proportion and manner as the Board may determine form time to time about the utilization of the proceeds received from the issue of the securities pursuant to the QIP. The object is to ensure that the Board has the flexibility to raise capital whether by way of preferential issue or by way of a Qualified Institutional Placement. It is clarified that the total capital raised by the Company through either one of the issues shall be restricted to Rs. 100 crores (Rupees one hundred crores only).

ITEM NO. 1 & 2:

PREFERENTIAL ISSUE OF EQUITY SHARES AND PREFERENTIAL ISSUE OF EQUITY WARRANTS OF THE COMPANY:

COMPANY'S OPERATIONS AND JUSTIFICATION FOR THE PROPOSED PREFERENTIAL ISSUES:

Your Company engaged in the business of, inter alia, printing and distribution comprising physical book distribution, print on demand, offset printing, and digital services and works closely with publishers, retailers, bookstores, libraries, and schools both domestically and internationally to provide dynamic and targeted solutions for today's complex content publishing challenges and deliver end-to-end printing and fulfilment solutions. The objective of the proposed preferential allotment of Equity Shares and the Warrants is to meet the requirements of the Company includingfinancial obligations, other external liabilities, working capital, and other general corporate expenses, in such proportion and manner as the Board may determine form time to time about the utilization of the proceeds received from the issue of the Equity Shares and Warrants.

The Company, subject to necessary approvals, is proposing to issue and allot, on a preferential basis:

a. Equity Shares to the following Investors at a price of Rs. 675/- (Rupees Six Hundred and Seventy Five only) per Equity Share determined in accordance with the ICDR Regulations; and

Sr. No.	Name of Applicant	Number of Equity Shares Applied
1	Malabar India Fund Limited	4,29,629
2	Malabar Value Fund	88,889
3	Kedia Securities Pvt. Ltd.	74,074
	Total	5,92,592

b. Warrants to the following Investors which may be exercised to receive the Converted Equity Shares at a price (including the Warrant Subscription Price and Warrant Exercise Price) of Rs. 675/- (Rupees Six Hundred and Seventy Five only) determined in accordance with the ICDR Regulations

Sr. No	Name of Applicant	Number of Warrant Applied
1	Malabar Value Fund	4,29,629
2	Malabar Value Fund	88,889
3	Kedia Securities Pvt. Ltd.	74,074
	Total	5,92,592

Salient features of the preferential issue of Equity Shares and preferential issue of Equity Warrants are as under:

The proposed issue and allotment of Equity Shares and Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder. Without generality to the above, the salient features of the preferential issue of Equity Shares and Equity Warrants are:

• The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Equity Shares and Warrants is 3rd October, 2017, being 30 days prior to the date of this Extraordinary General Meeting i.e. 2nd November, 2017.

• The minimum price shall be as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Equity Shares and Equity Warrants.

• The total amount payable for preferential issue of Equity Shares and 25% of the amount for preferential issue of Warrants shall be received by the Company prior to the respective allotments.

• The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.

• At the time of exercise, the Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Warrants so being exercised.

Following are the particulars of the information and disclosures, pursuant to rule 13 of the Companies (Share Capital and Debentures) Rules 2014 and SEBI (Issue of Capital Disclosure Requirements) Regulations 2009 and other applicable statutory provisions.

1. Object of the preferential issue of Equity Shares and Warrants and details of utilization of proceeds

The Board of Directors of the Company has proposed to raise funds by issue of Equity Shares and Warrants to the persons other than promoters / promoters group through Preferential Issue in accordance with applicable statutory provisions including Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, (the "**ICDR Regulations**") and applicable statutory provisions and law, for cash at issue price of Rs. 675/- (Rupees Six Hundred and Seventy Five only) per Equity Share (the "**Issue Price**") of face value of Rs. 10 each, upto Rs. 80 Crores (Rupees Eighty Crores only). The Issue Price is arrived as per pricing formula keeping in view volume weighted average price on the Stock Exchanges in reference to relevant date which is thirtieth day prior to the date of passing of resolution. If necessary to meet the compliance requirement, the Board may vary or determine the issue price not less than price to be calculated as per the applicable SEBI Regulation. The Company shall, if required, undertakes to re-compute the issue price in accordance with ICDR Regulations and shall observe the statutory provisions in this respect.

It is proposed to raise further capital by way of a preferential issue of Equity Shares and Warrants in compliance with applicable statutory provisions. The proposed resolution gives adequate powers, flexibility and discretion to the Board to finalise the terms of the issue in accordance with the normal practice and for utilization of the issue proceeds as the Board may deem fit.

The Board believes that the preferential offer to subscribers the shares and warrants as mentioned in the below disclosure will be in the best interest of the Company and its Members.

The objective of the proposed preferential allotment of Equity Shares and Equity Warrants is to meet the requirement of the Company including to meet financial obligations, liabilities, working capital, general corporate purpose etc and other expenses of general purpose, in such proportion and manner as the Board may determine from time to time about the utilization of the Issue proceeds.

2. Proposal of the promoters, directors and key management personnel to subscribe to the offer

The Preferential Issue is being made to persons in public category and other than Promoter and Promoter Group of the Company. None of the promoter, directors and key managerial personnel of the Company intends to subscribe to the preferential issue.

3. Terms of Issue of Preferential Equity Shares to Non-Promoters:

The Equity Shares issued as above shall rank pari-passu in all respects including with respect to dividend, with the then fully paid up Equity Shares of the Company, subject however to the provisions of the Memorandum and Articles of Association of the Company.

4. Terms of issue of Warrants / Preferential Issue

It is also proposed to seek approval of members of the Company for issue of Warrants convertible into equal number of equity shares of the Company on such terms and conditions as mentioned in the resolution. In case of any sub-division, consolidation of value of shares or share capital or corporate actions prior to allotment of equity shares resulting from the exercise of the option under the Warrants, the Board may do fair adjustment in proportion or as near as circumstances admit to the extent necessary.

5. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control of the allottees is as follows:

a) Malabar India Fund Limited (MIFL) is registered with the Securities and Exchange Board of India as a broad based Category II Foreign Portfolio Investor. The number of investors (directly or indirectly) in MIFL are 78. Investors having more than 10% of ownership in MIFL are Value Partners Group Limited and National University of Singapore. There are numerous beneficial owners of said investors and further Value Partners Group Limited is listed in Hong Kong.

b) Malabar Value Fund (MVF) is scheme launched under Malabar Investment Trust (MIT) which is registered with the Securities and Exchange Board of India as Category III alternative investment fund. The number of investors in MVF are 297. None of the investors or ultimate beneficiaries own interest of more than 10% in MVF.

c) Kedia Securities Pvt. Ltd. is a company registered under the Companies Act, 1956 with CIN: U70102MH1992PTC067281, having registered office address at Plaza, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai 400 053. Mr. Vijay Kedia is the ultimate beneficial owner/or who ultimately controls.

6. Shareholding pattern pre and post Preferential Issue

The shareholding pattern of the Company giving the present position (as on 7th October, 2017 and as also assuming full allotment of the Equity Shares and conversion of Warrants into equity shares are given below including percentage of total paid-up equity share capital and voting right in the Company.

Category of shareholders	Pre-allotment holding		Post-allotment holding	
	No. of equity shares	%	No. of equity shares	%
A. Promoter & Promoter Group	6359031	58.32	6259031	52.60
B. Non-Promoter/Public				
Foreign Inst. & Portfolio Investor	887894	8.14	1924930	15.92
Mutual Funds	-	-	-	-
Bodies Corporates	647837	5.94	795985	6.58
Financial Institution/ Banks	7999	0.07	7999	0.07
Individuals & others	3000998	27.53	3000998	24.83
Sub Total B / public holding	4544728	41.68	5729912	47.39
Grand Total - A & B	**10903759**	**100.00**	**12088943**	**100.00**

The percentage of holding of post Preferential Issue capital of equity shares that may be hold by the proposed allottees is as follows.

Proposed allottees	Pre-issue holding	% of pre-issue	No. of equity shares proposed to be allotted	No. of Warrants proposed to be issued #	Post issue holding*	% of post issue capital*
Malabar India Fund Limited	Nil	Nil	429629	429629	859258	7.10
Malabar Value Fund	Nil	Nil	88889	88889	177778	1.47
Kedia Securities Pvt. Ltd.	Nil	Nil	74074	74074	148148	1.23
Total	**Nil**	**Nil**	**592592**	**592592**	**1185184**	**9.80**

Each Warrant is convertible into one equity share of face value of Rs. 10 each, fully paid up.
*Assuming allotment of equity shares and full conversion of Warrants.

The above mentioned pre and post issue holding is tentative and may vary considering the shares applied, allotted and/or other relevant factors.

7. Proposed time within which the Preferential Issue shall be completed

Allotment of the Equity Shares and Warrants shall be completed within 15 days from the date of passing of this resolution or from receipt of listing approval from the Stock Exchanges or such other time as may be permitted under the ICDR Regulations read along with the relevant provisions of the Companies Act, 2013.

8. Change in control

Issue and allotment of the Equity Shares and Warrants under the preferential issue will not result in a change in control of the Company.

9. Relevant date

Relevant date for determine the issue price for the Equity Shares to be issued and allotted under preferential issue is as referred in the Resolution.

10. Auditor's Certificate

The Company has sought a certificate from B S R & Co. LLP, Chartered Accountant Statutory Auditor of the Company certifying that the Preferential Issue is being made in accordance with the ICDR Regulations. A copy of this certificate shall be placed before the shareholders at the general meeting. A copy of this certificate would be available for inspection at the registered of the Company on all working days except Saturday, Sunday and public holidays, up to the date of passing of resolution.

11. Lock-in period

The Warrants and Equity Shares as may be allotted under the preferential issue shall be subject to lock-in as per the ICDR Regulation.

12. Under subscription, if any

Any of the Equity Shares / Warrants under the preferential issue that may remain unsubscribed for any reason whatsoever may be offered and allotted by the Board in its absolute discretion to any persons, entities and/or investors on the same terms and conditions.

13. Disclosure as per Part G of Schedule VIII of ICDR

The Company, its promoters and directors are not wilful defaulters and therefore disclosure is not applicable.

Since the special resolution proposed in the Notice may result in further issue of the Equity Shares of the Company to persons including who are not shareholders of the Company, consent of the Shareholders is being sought pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions of the Companies Act, 2013, ICDR Regulation and in terms of the provisions of the listing agreements executed by the Company with the Stock Exchanges where the equity shares of the Company are listed.

The special resolution seeks to empower the Board to issue the Equity Shares and Warrants, as provided in SEBI Regulations, in accordance with the provisions of applicable laws in one or more tranches at such times as the Board may determine.

The Board of Directors believes that raising of fund through the preferential issue as set out in the resolution and herein is in the interest of the Company and therefore recommends the resolution for your approval.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares being allotted to or held in the company by them or their relatives or any entity in which they may be deemed to be concerned or interested.

ITEM NO. 3

This special resolution enables the Board of Directors and or the Committee to undertake a qualified institutions placement with qualified institutional buyers as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, amended from time to time ("SEBI (ICDR) Regulations") and Section 42 of the Companies Act, 2013 and rules thereunder, amended from time to time, or / Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs") as per the provisions of Depository Receipt Scheme, 2014 and other applicable provisions with or without voting rights or any securities other than warrants, which are convertible with Equity Shares at later date for an aggregate amount not exceed Rs. 100 crores (Rupees one hundred crores only) or its equivalent thereof, in one or more currencies, if any, in one or more tranches as the Board of the Company may determine inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VIII of SEBI (ICDR) Regulations) or premium to market price or prices permitted under applicable laws to any eligible investors including entities forming part of promoter, promoter group, a sister subsidiary or any other group company and whether they be holders of the Equity Shares of the Company or not.

The Board of Directors/Committee may adopt any of the abovementioned mechanism, as per applicable rules and regulations in order to meet capital expenditure needs of the existing/future projects of the Company and to meet any exigencies, for working capital requirements, for general corporate expenses etc. as permitted under, applicable laws and regulations, including the RBI regulations, without the need for fresh approval from the shareholders. The pricing of the Securities to be issued to qualified institutional buyers pursuant to the chapter VIII of SEBI (ICDR) Regulations shall be determined by the Board of Directors and/or Committee subject to such a price not being less than the price calculated in accordance with the SEBI (ICDR) Regulations. Further, pricing of the Securities to be issued as the depository receipts shall be determined by the Board of Directors and/or Committee, subject to such a price not being less than the price calculated in accordance with the provisions of the DR Scheme and the circulars issued by the Ministry of Finance (Department of Economic Affairs) the policy framework as announced by the Department of Industrial Policy and Promotion and the terms of the offering and in terms of the other applicable statues / regulations.

The Special Resolution also enables the Board of Directors and/or Committee issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board of Directors and/or the Committee deems fit. The Company may, in accordance with applicable laws, offer a discount of not more than 5 % or such percentage as permitted under applicable law, on the price determined of the Securities to be issued under qualified institutions placement pursuant to the SEBI (ICDR) Regulations. The 'Relevant Date' for the purpose of QIP issue will be the date when the Board of Directors and/or Committee thereof decide to open the QIP for subscription.

Securities, as per the applicable laws, may be listed on stock exchanges outside India and/ or stock exchanges in India where equity shares of the Company are listed. The equity shares issued and allotted upon exercise of the option of conversion of the Securities shall be listed on the Stock Exchanges where the Company's equity shares are listed.

The detailed terms and conditions for the Issue will be determined by the Board of Directors and/or Committee in consultation with the lead managers and such other authorities as may be required considering the market conditions and in accordance with the applicable provisions of law.

Since issue of Securities representing underlying equity shares involves issue of equity shares, consent of the members is being sought pursuant to the provisions of Section 62 of the Companies Act, 2013.

The Special Resolution seek the consent and authorization of the members to the Board of Directors / Committee to make the proposed Issue of Securities, in consultation with the lead managers, advisors, other intermediaries and in the events it is decided to issue Securities convertible into Equity Shares, to issue to holders of such convertible Securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the Issue, keeping in view the prevailing market conditions in accordance with the applicable rules, regulation and guidelines.

The Special Resolution seeks to empower the Board to issue the Equity Shares and Warrants, as provided in SEBI Regulations, in accordance with the provisions of applicable laws in one or more tranches at such times as the Board may determine.

The Board of Directors believes that raising of fund through a Qualified Institutional Placement as set out in the resolution and herein is in the interest of the Company and therefore recommends the resolution for your approval.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares being allotted to or held in the company by them or their relatives or any entity in which they may be deemed to be concerned or interested.

By Order of the Board
For Repro India Limited

Sd/-
Mukesh Dhruve
Director (DIN : 00081424)

Place: Mumbai
Date: 7th October, 2017

NOTES

1. **A member entitled to attend and vote at the Extraordinary General Meeting (EGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll/ballot instead of him/herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting, either in person or through post** A Proxy form is appended with the attendance slip.

   Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

2. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by Authorized representative of body corporate or attorney, certified copy of Board resolution/power of attorney / other authority must be attached with the proxy form.

3. The statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

4. Members are requested to bring their details of demat account (client ID and DPID), folio number etc for easier identification of attendance at the meeting.

5. Body Corporate members intending to send their authorized representative to attend EGM are requested to send to the Company at registered office a duly certified copy of the Board Resolution / Authority letter authorizing their representative to attend and vote on their behalf at the Meeting.

6. Relevant documents referred to in the accompanying notice and explanatory statements are open for inspection by the members at the registered office and corporate office of the Company on all working days between 11.00 a.m. and 5.00 p.m. and will also be made available at the meeting.

7. Member / proxy holders shall hand over the attendance slips, duly signed and filled in all respect, at the entrance for attending the meeting. Route map of venue of EGM is given in this Notice.

8. Members may also note that notice of the EGM along with attendance slip and proxy form is available on the website of the Company.

9. Every member entitled to vote at the EGM of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning 24 hours before the time fixed for the commencement of the EGM and ending on the conclusion of the EGM. However, a prior notice of not less than 3 days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.

10. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.

11. The Resolution shall be deemed to be passed on the date of the EGM, subject to receipt of sufficient votes.

12. **PROCEDURE OF VOTING AT EGM**

    Members who have not exercised their votes through remote e-voting are entitled to vote at the general meeting. Members who have already casted their vote by remote e-voting mechanism prior to the meeting are also authorized to attend the meeting but shall not be entitled to cast their vote again at the general meeting.

Voting to the resolution as contained in the Notice shall be conducted also through ballot/poll or other appropriate process. Relevant facility for voting shall also be made available at the meeting and members attending the meeting, who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot/poll paper in the Meeting. The Company will make arrangement in this respect including distribution of ballot papers under the supervision of a scrutinizer appointed for this purpose. Members are required to mention Folio No, DP ID & Client ID No. and number of shares held, etc. on the ballot papers.

13. **EVOTING FACILITY**

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules 2014, the Company is providing the facility to members to exercise their right to vote by electronic means by remote e-voting facility (e-voting) and accordingly business/resolutions as mentioned in the EGM Notice shall be transacted also considering e-voting. Necessary arrangements have been made by the Company with Central Depository Service (India) Limited (CDSL) to facilitate e-voting. The Company has appointed Mr. Dinesh Kumar Deora, Practicing Company Secretary (Membership No. FCS: 5683), to act as the Scrutinizer, for conducting the scrutiny of votes cast electronically, in a fair and transparent manner. The Company may vary dates as mentioned herein, if necessary to meet the compliance or circumstances so warrant.

The Members whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories as on October 26, 2017 ("cut-off date") are entitled to vote on the resolutions set forth in this Notice. Person who is not member as on the said date should treat this Notice for information purpose only.

For any queries/grievances or guidance for e-voting, members may contact Mr. Mukesh Dhruve, Director at registered office, on 022-71914000 or investor@reproindialtd.com. Member may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact CDSL on 18002005533.

On submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.reproindialtd.com and on the website of CDSL https://www.evotingindia.co.in. The Scrutinizer shall submit his report as early as possible from conclusion of the meeting and result will be declared forthwith on receipt of the Report.

The Members must read the detailed procedure on electronic voting provided below:

(i) The e-voting period will commence on Monday, October 30, 2017 (9:00 a.m.) and will end on Wednesday, November 1, 2017 (5:00 p.m.). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. 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.

(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 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. • In case the sequence 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. E.g. If your name is Ramesh Kumar with serial number 2 then enter RA00000001 in the PAN field

(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 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **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 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.

- 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 linked in the login should be mailed to 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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com

By Order of the Board of Directors

For Repro India Limited

Sd/-

Mukesh Dhruve
Director (DIN: 00081424)

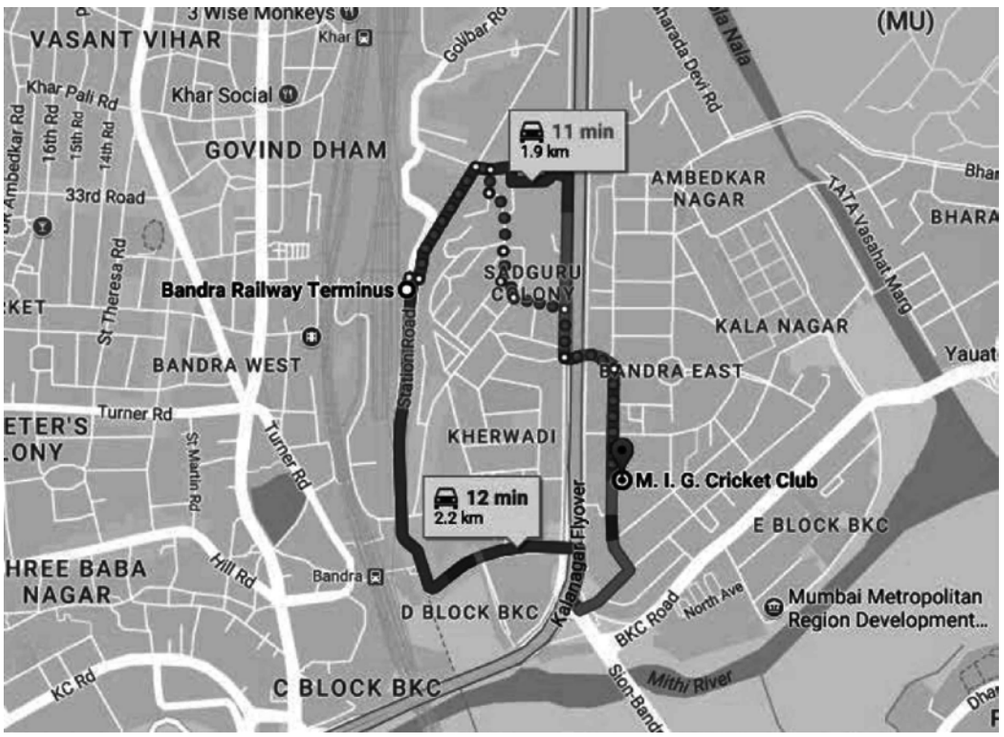
Place: Mumbai
Date: 7th October, 2017

REPRO INDIA LIMITED
Red. Office: 11th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013
CIN: L22200MH1993PLC071431
Email: investor@reproindialtd.com
Website: www.reproindialtd.com
Phone: 022-71914000; Fax: 022-71914001

ROUTE MAP TO THE VENUE OF THE GENERAL MEETING / EGM

Venue: M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra East, Mumbai 400051

Landmark: Maratha Darbar, Restaurant
Distance from Bandra Station: 1.9 Kms



REPRO INDIA LIMITED

CIN: L22200MH1993PLC071431
Reg.Office: 11th Floor, Sun Paradise Business Plaza, 'B' Wing, Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013, Phone: 022-71914000 Fax: 022-71914001
Email: investor@reproindialtd.com Website: www.reproindialtd.com

EXTRAORDINARY GENERAL MEETING ON THURSDAY, NOVEMBER 2, 2017
ATTENDANCE SLIP

Sr.No.:

Registered Folio No./DP ID No./Client ID No.	
Name and Address of the Member(s)	
Joint Holder 1 **Joint Holder 2**	
No. of Shares held	

I/We hereby record my/our presence at the EXTRAORDINARY GENERAL MEETING of the Company at M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East),Mumbai 400 051 on Thursday, November 2, 2017 at 10.30 a.m.

_____ _____

Member's/Proxy name in Block Letters **Members's/Proxy Signature**

Please hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE TO THE MEETING HALL.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	*Default PAN
171003002	

* Only Members who have not updated their PAN with the Company / Depository Participant shall default PAN in the PAN field.

Note:
Please read the instructions printed under the Note No. 13 to the Notice dated October 7, 2017 of the Extraordinary General Meeting. The Voting period starts from 09.00 a.m. on Monday, October 30, 2017 and ends at 5.00 p.m. on Wednesday, November 1, 2017. The Voting module shall be disabled by CDSL for voting thereafter.

Proxy Form is attached to the EGM Notice.

REPRO INDIA LIMITED

Reg. Office: 11th Floor, Sun Paradise Business Plaza, 'B' Wing, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Phone: 022-71914000 Fax: 022-71914001
CIN: L22200MH1993PLC071431
Email: investor@reproindialtd.com Website: www.reproindialtd.com

EXTRAORDINARY GENERAL MEETING ON NOVEMBER 2, 2017

PROXY FORM

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. Name: ……
   Address: …….
   Email Id: ……

   Signature: ……, or failing him/her

2. Name: ……..
   Address: ……
   Email Id: ……

   Signature: ……, or failing him/her

3. Name: ……..
   Address: ……
   Email Id: ……

   Signature: ……

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at M.I.G. Cricket Club, Galaxy Hall, 2nd Floor, M.I.G. Colony, Bandra (East), Mumbai 400 051 on Thursday, November 2, 2017 at 10.30 a.m. and at any adjournment(s) 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**
Special Business			
1	Preferential Allotment of equity shares of the Company		
2	Preferential Allotment of warrants of the Company		

Signed this …… day of …… 2017
Signature of the Member ……
Signature of the Proxy holder(s) ……

Affix 1 Rupee Revenue Stamp

Notes:

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 (50) 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 joint holders, the signature of any one holder will be sufficient, but names of all the joint holders 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, Phone: 022-71914000 Fax: 022-71914001

Email: investor@reproindialtd.com Website: www.reproindialtd.com

EXTRA ORDINARY GENERAL MEETING ON NOVEMBER 2, 2017

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 Extra Ordinary General Meeting (EGM) of the Company to be held on Thursday, November 2, 2017 by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Item No.	**Resolution**	**Type of Resolution**	**No. of Shares**	**(For)**	**(Against)**
				I/We assent to the resolution	**I/We dissent to the resolution**
1	Preferential allotment of equity shares of the Company.	Special Resolution			
2	Preferential allotment of warrants of the Company.	Special Resolution			

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 EGM.
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 EGM.

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 November 1, 2017, 5.00 p.m. alternatively, the Ballot can also be deposited in the box to be made available at the venue during the EGM.
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 October 26, 2017 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. 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.reproindialtd.com within two days of the passing of the resolutions at the EGM of the Company on November 2, 2017, and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.