



July 22, 2025

To,
BSE Limited
P. J. Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 532687

National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex,
Bandra, Mumbai - 400 051
Symbol: REPRO

Dear Sir/Madam,

Sub: Notice of 32nd Annual General Meeting (AGM) of Rebro India Limited for the Financial Year 2024-25

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Notice of the 32nd Annual General Meeting ('AGM') of Rebro India Limited ('the Company') for the Financial Year 2024-25 is scheduled to be held on **Thursday, August 14, 2025** at **01:00 p.m. (IST)** through Video Conferencing/Other Audio-Visual Means in compliance with the applicable circulars issued in this regard by Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Notice of the AGM along with the Annual Report for the Financial Year 2024-2025 is also available on the website of the Company at www.rebroindia.com.

In compliance with the applicable circulars, Notice of the 32nd Annual General Meeting of our Company is being sent via electronic mode to all those Members, whose e-mail addresses/ids are registered with the Company/Depositories/RTA.

The Company has fixed Thursday, August 07, 2025 as the "cut-off date" for determining the eligibility of Members entitled to vote through remote e-voting or e-voting at the AGM. The remote e-voting period shall commence on Sunday, August 10, 2025 at 09:00 a.m. (IST) and shall end on Wednesday, August 13, 2025 at 05:00 p.m. (IST).

This is for your information and records.

Thanking you,

Yours faithfully,
For Rebro India Limited

Almina Shaikh
Company Secretary & Compliance Officer

Encl: Notice of AGM

Corporate & 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@rebroindia.com Website: www.rebroindia.com
CIN: L22200MH1993PLC071431

NOTICE

NOTICE is hereby given that the Thirty-Second (32nd) Annual General Meeting ('AGM') of the Members of Repra India Limited ('the Company') will be held on **Thursday, August 14, 2025 at 01:00 P.M (IST)**, through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited (Standalone and Consolidated) Financial Statements

To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass the following resolution as an "Ordinary Resolution":

"RESOLVED THAT the Audited (Standalone and Consolidated) Financial Statements for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted".

Item No. 2 - Appointment of Mr. Rajeev Vohra (DIN: 00112001) as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Rajeev Vohra (DIN: 00112001), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an "Ordinary Resolution":

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajeev Vohra (DIN: 00112001) be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

Item No. 3 - Re-appointment of M/s. M S K A & Associates, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration

To consider and if thought fit, to pass with or without modification(s), the following resolution as an "Ordinary Resolution":

"RESOLVED THAT pursuant to Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. MSKA & Associates, Chartered Accountants (Firm Registration number 105047W), who have given their consent letter and confirmed their eligibility for the re-appointment pursuant to Section 141 of the Companies Act, 2013, the approval of the Members be and is hereby accorded to re-appoint M/s. M S K A & Associates as the Statutory Auditors of the Company for the second term of five (5) consecutive years, who shall hold office from the conclusion of this 32nd AGM till the conclusion of the 37th AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, plus reimbursement of all out of pocket expenses as may be incurred in connection with the audit of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard."

SPECIAL BUSINESS:

Item No. 4 – Appointment of M/s. Makarand M. Joshi and Co., Practicing Company Secretaries as Secretarial Auditors of the Company and to fix their remuneration

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 Sections 179, 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, the approval

of the Members be and is hereby accorded for the appointment of M/s. Makarand M. Joshi and Co., Practicing Company Secretaries (UIN: P2009MH007000, Peer Review No: 6832/2025) as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

Item No. 5 - Appointment of Mr. Sanjay Asher (DIN: 00008221) as an Independent Director 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 149, 150, 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b), 17(1C) and 25(2A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the ‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force, if any), and the Articles of Association and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Sanjay Asher (DIN: 00008221), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from July 04, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and is eligible for appointment under the provisions of the Act, the rules made thereunder, and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, as an Independent Director on the Board of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years, i.e., from July 04, 2025 up to July 03, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/ or the Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts and take all such steps, as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Repro India Limited

Place: Mumbai
Date: May 19, 2025

Almina Shaikh
Company Secretary & Compliance Officer
Membership No.: ACS 44431

Registered Office:

11th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013.
CIN: L22200MH1993PLC071431
Email: investor@reproindia ltd.com
Website: www.reproindia ltd.com
Tel: +91-022-71914000

NOTES:

1. The Ministry of Corporate Affairs ("**MCA**"), vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circular Nos. 14/2020, 17/2020, 20/2020 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by SEBI read with the circulars issued earlier on the subject (hereinafter collectively referred to as "**Circulars**"), Companies are allowed to hold AGM through Video Conferencing/Other Audio-Visual Mode means ("**VC/OAVM**") till September 30, 2025. In compliance with these Circulars, the Company is convening the 32nd AGM through VC/OAVM, without the physical presence of the Members at a common venue. The registered office of the Company shall be deemed to be the venue for the AGM i.e. 11th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the abovementioned Circulars, through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for / of appointment of proxies by the Members will not be available for this AGM as well, and hence the Proxy Form Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend AGM through VC and participate thereat and cast their votes through e-voting.
3. Details of the Director with respect to Item No. 2 and 5 pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.
4. Institutional Members/Corporate Members (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization, etc., with attested specimen signature authorizing their representative to attend the AGM through VC/ OAVM on their behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to dinesh.deora@yahoo.com with a copy marked to evoting@nsdl.com and investor@reproindia ltd.com
5. Only Registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Company's Registrar & share Transfer Agent for its share registry work is MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*) ("**MIPL**")
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, August 08, 2025 to, Thursday, August 14, 2025..
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

- a. **For shares held in electronic form:** to their Depository Participants (DPs)
- b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent ("RTA"). The relevant forms to update the above-mentioned details are available on the Company's website at www.reproindia ltd.com and on the website of the RTA at <https://web.in.mpms.mu fg.com/KYC/index.html>

SEBI vide its circular dated 23rd June, 2025, in supersession of its earlier circulars dated 17th November, 2023, 17th May, 2023 & 16th March, 2023, has eliminated the provisions which mandated the freezing of folios with incomplete details w.r.t PAN, KYC & nomination of all holders of physical folios. SEBI vide its circular dated 03rd November, 2021, amended by circulars 17th November, 2023 mandated that the security holders (physical folios), whose folios do not have a PAN or choice of Nomination or contact details, Mobile No., Bank account details etc. shall be eligible for any payment including dividend (if any declared), interest etc. only through electronic mode, w.e.f 01st April, 2024, upon furnishing the details in entirety.

10. The Notice convening this AGM along with the Annual Report for FY25 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/ Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this AGM and Annual Report for FY25 will also be available on the Company's website www.reproindia ltd.com, website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsd l.com> The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.reproindia ltd.com and on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited ('MI IPL') at <https://web.in.mpms.mu fg.com/KYC-downloads.html> It may be noted that any service request can be processed only after the folio is KYC Compliant.
12. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or MI IPL, for assistance in this regard.
13. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN card number/copy of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Ltd.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MI IPL, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their

holdings in one Folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

15. As per the provisions of Section 72 of the Act, and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.reproindia ltd.com Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MIPL in case the shares are held in physical form.
16. SEBI vide Circular no-SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023 read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023) has established a common Online Dispute Resolution ('ODR portal') for resolution of Disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investor can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>

17. Members are requested to note that dividends if not encashed for a consecutive period of 7 years of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
18. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form no. IEPF-5, which is available on www.iepf.gov.in, for claiming the dividend and/or shares.
19. The register of Directors and Key Managerial Personnel ("KMP") and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act will be made available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection up to the date of AGM i.e. Thurs, August 12, 2025. Members seeking to inspect such documents can send an email to investor@reproindia ltd.com
20. The Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited (NSDL) e-voting website at www.evoting.nsdcl.com The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/Promoter Group, Institutional Investors, Directors, Key Managerial Personnels, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
21. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants in case

the shares are held by them in electronic form and with MIPL in case the shares are held by them in physical form.

22. Instructions for e-voting and joining the AGM are as follows:

A. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically prior to the AGM as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if it/they have been passed at the AGM.

The instructions for Members voting electronically are as under:

- (i) The remote e-voting period begins at 9.00 a.m. on Sunday, August 10, 2025 and ends at 5.00 p.m. on Wednesday, August 13, 2025. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date ('record date') of Thursday, August 07, 2025, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing Sunday, August 10, 2025 from 09:00 a.m (IST) to Wednesday, August 13, 2025 till 05:00 p.m (IST) or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

- (ii) The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically and join a virtual meeting on NSDL e-voting system.





Details on Step 1 are mentioned below:

I. Login method for remote e-voting and joining virtual meeting for Individual Shareholders/Members holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in dematerialized mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>A. NSDL IDEAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. 4. Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.
	<p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5 above. <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting. <p>C. Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) logging through their Depository Participants (DPs)	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

II. Login method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL or by clicking the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholders / Member” section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
5. Your User ID details are given below:

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

6. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you by NSDL. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i) If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file.

The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii) In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned below in this notice.

7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN", in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the Depositories/Company for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide folio no., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to investor@reproindia ltd.com
2. In case shares are held in demat mode, please provide DP ID Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to investor@reproindia ltd.com If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (I) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

General Guidelines for Members:

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password”. Option available on www.evoting.nsdl.com to reset the password.
- In case of any queries relating to e-voting you may refer to the FAQs for Members and e-voting user manual for Members available at the download section of <https://www.evoting.nsdl.com> or call at 022-4886 7000 or send a request at evoting@nsdl.com
- Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing demat account number / Folio number, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.
- Members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- The instructions for members for e-voting on the day of the AGM are mentioned in point number 25(A).

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

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, MIIPL at rnt.helpdesk@in.mpms.mufg.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) for registering e-mail address. Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> a) Name and Branch of the Bank, b) The Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11digit IFSC Code f) A scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	<p>Please contact your Depository Participant (DP) and register your e-mail address and bank account details in your demat account, as per the process advised by your DP.</p>

- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on Thursday, August 07, 2025 i.e. the cut-off date.
- The members who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through 'VC/OAVM' but shall not be entitled to cast their vote again.
- Once the vote on a resolution is cast by the members, such members shall not be allowed to change it subsequently.
- Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, August 07, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- The Board of Directors has appointed Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS: 5683) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- At the end of discussion on the resolutions on which voting is to be held, voting by use of e-voting system will be allowed for all those Members who are present during the AGM through 'VC/OAVM' but have not cast their votes by availing the e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 30 minutes after the conclusion of the Meeting.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
- The results declared along with Scrutinizer Report shall be placed on the Company's website www.reproindiaLtd.com and on the website of NSDL <https://www.evoting.nsdl.com> The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

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

- Members will be able to attend the AGM through 'VC/OAVM' or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for access to NSDL e-voting system. After successful login, you can see link of 'VC/OAVM' placed under Join meeting menu against company name. You are requested to click on 'VC/OAVM' link placed under "Join Meeting" menu.
- Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
- Facility of joining the AGM through 'VC/OAVM' shall open 30 minutes before the time scheduled for the AGM.
- Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com /022-4886 7000 or contact Ms. Pallavi Mhatre, Sr. Manager at pallavid@nsdl.co.in Kindly quote your name, DP ID-Client ID/folio no. and e-voting Event Number in all your communications.
- Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered

email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at investor@reproindia ltd.com on or before August 12, 2025 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id investor@reproindia ltd.com will be allowed to express their views/ask questions during the AGM. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

By Order of the Board of Directors
For Repro India Limited

Place: Mumbai
Date: May 19, 2025

Almina Shaikh
Company Secretary & Compliance Officer
Membership No. ACS 44431

Registered Office:

11th Floor, Sun Paradise Business Plaza, B Wing,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013
CIN: L22200MH1993PLC071431
Email: investor@reproindia ltd.com
Website: www.reproindia ltd.com
Tel: +91-022-71914000

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 3

Re-appointment of M/s. M S K A & Associates, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration

In accordance with the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company at their 27th Annual General Meeting ('AGM') held on November 07, 2020, had appointed M/s. M S K A & Associates, Chartered Accountants, (Firm Registration number 105047W), as the Statutory Auditors of the Company for a term of five (5) years i.e. to hold office from the conclusion of 27th AGM till the conclusion of 32nd AGM of the Company.

M/s. M S K A & Associates, Chartered Accountants, shall be completing their term of five (5) years as the Statutory Auditors from the conclusion of this AGM and as per applicable provisions of the Companies Act, 2013 and are eligible for re-appointment for the second term of five (5) years.

In view of the above, the Board of Directors of the Company at their meeting held on May 19, 2025, pursuant to the recommendation of Audit Committee, have approved the re-appointment of M/s. M S K A & Associates, Chartered Accountants (Firm Registration number 105047W) as the Statutory Auditors of the Company for the second term of five (5) consecutive years, who shall hold office from the conclusion of this 32nd AGM till the conclusion of the 37th AGM on the following terms & conditions:

1. **Terms of Appointment:** Five (5) consecutive years from the conclusion of the 32nd AGM upto the conclusion of the 37th AGM.
2. **Proposed Fees:** Professional Fees of ₹33,00,000/- (Rupees Thirty Three Lakhs Only), for this Financial Year 2025-26, plus applicable taxes and reimbursement of out of pocket expenses on actuals. Audit Fees for the subsequent years shall be decided by the Audit Committee and the Board of Directors.
3. **Basis of recommendation:** The recommendations are based on the fulfillment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and Listing Regulations. While recommending, the Board of Directors have also considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by them in the past.
4. **Credentials of Auditor:** Established in 1978, M/s. M S K A & Associates is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the US Public Company Accountancy Oversight Board (PCAOB). They have an extensive experience, knowledge and industry foresight, delivering robust, transparent and technology-driven services such as Statutory Audit, Ind AS Conversion, Internal Financial Controls (IFC) Audit, Tax Audit, Accounting Manual, Limited Reviews, Group Reporting, Certification and Capital Markets Support. The audit firm has vast experience ranging from banking, insurance technology, media, telecommunications, aerospace/defence/security, real estate and construction industry. The team comprises of a Technical Partner who has elaborate experience in the audits of listed companies and Directors who possess expertise in the Audit Process Tool (APT) and its methodology along with technical skills and knowledge.

In accordance with the provisions Sections 139, 141 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. M S K A & Associates, Chartered Accountants have confirmed their eligibility for re-appointment.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The Audit Committee and the Board of Directors shall consider approval of revisions to the remuneration of the Statutory Auditors for the remaining part of the tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of / by the Members.

None of the Directors and Key Managerial Personnel (KMPs) of the Company and / or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Item No. 4

Appointment of M/s. Makarand M. Joshi and Co., Practicing Company Secretaries as Secretarial Auditors of the Company and to fix their remuneration

The Board of Directors of the Company at its meeting held on May 19, 2025, pursuant to the recommendation of the Audit Committee, have approved the appointment of M/s. Makarand M. Joshi and Co. (MMJC), Company Secretaries, as the Secretarial Auditors of the Company for a period of five (5) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 on the following terms & conditions, subject to approval of the Members of the Company.

- 1. Terms of Appointment:** Five (5) consecutive Financial Years from April 01, 2025 to March 31, 2030.
- 2. Proposed Fees:** Professional Fees of ₹ 3,00,000/- (Rupees Three Lakhs Only) for the Year 2025-26 to 2027-2028, plus applicable taxes and reimbursement of out of pocket expenses on actuals. Audit Fees for the subsequent years shall be decided by the Audit Committee and the Board of Directors. Besides the secretarial audit services, the Company may also obtain certifications from MMJC under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.
- 3. Basis of recommendation:** The recommendations are based on the fulfillment of the eligibility of the firm's experience, independent assessment and expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous audit experience based on the evaluation of the quality of audit work done by them in the past.
- 4. Credentials of Auditor:** M/s. Makarand M. Joshi & Co. is a firm of Practicing Company Secretaries with over 25 years of experience, dedicated to providing high-quality professional services. Known for its strong expertise and trusted reputation, MMJC offers complete advisory and compliance support in Corporate Laws, SEBI Regulations, NBFC Laws, FEMA, CSR, BRSR, and Mergers & Acquisitions.

MMJC offers a comprehensive range of services through the following specialized departments:

- The Companies Act, 2013 (Secretarial)
- Secretarial Audit/Due Diligence
- Securities Laws
- Foreign Exchange Management Act (“FEMA”)
- Mergers & Acquisitions
- Non-Banking Financial Company (“NBFC”)
- Voluntary Winding up cases and Insolvency cases
- Corporate Social Responsibility (CSR) Program and Impact Assessment
- Business Responsibility and Sustainability Report (BRSR) and ESG
- Project Management

MMJC has given their consent to act as the Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India (ICSI). Furthermore, MMJC has provided a confirmation that they have subjected themselves to the peer review process of the ICSI and hold a valid peer review certificate.

There is no material change in the proposed fee payable to MMJC as compared to that of the previous Secretarial Auditor and hence the requirement for disclosure of rationale for the change in the proposed fee payable is not applicable.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of / by the Members.

None of the Directors and Key Managerial Personnel (KMPs) of the Company and / or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at **Item No. 4**.

Item No. 5

Appointment of Mr. Sanjay Asher (DIN: 00008221) as an Independent Director of the Company:

Pursuant to Section 161(1) of the Companies Act, 2013 and in terms of the Articles of Association of the Company, the Board is empowered to appoint an Additional Director who shall hold office, up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier.

The Board of Directors, through its Circular Resolution dated July 04, 2025, and based on the recommendation of Nomination and Remuneration Committee, and subject to the approval of the Members of the Company, appointed Mr. Sanjay Asher (DIN: 00008221) as an Additional Director (in the capacity of Independent Director) of the Company, with effect from July 04, 2025, for a term of five (05) consecutive years, i.e., up to July 03, 2030, under Sections 149, 150 and 152 of the Act and the Rules framed thereunder, and the provisions of the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Mr. Asher shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Asher is eligible to be appointed as an Independent Director for a term of up to five consecutive years.

The Company has received a notice in writing from a Member under section 160 of the Act proposing the candidature of Mr. Asher. The Company has also received a declaration of independence from Mr. Asher that, he meets the criteria of independence as prescribed, under Section 149(6) of the Act and under the Regulation 16(1)(b) of Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists, or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a Director by virtue of any SEBI order or any other such authority and has successfully registered himself on the Independent Director's Data Bank maintained by the Indian Institute of Corporate Affairs.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointments on the Board. It also deliberates on various factors including the current tenure of directors, skills, diversity, time- commitment, and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

For appointment of Mr. Asher on the Board, the Nomination and Remuneration Committee took into consideration his rich and varied experience. Further, the Nomination and Remuneration Committee also noted that the skills, expertise, and competencies possessed by Mr. Sanjay were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

Brief Profile of Mr. Sanjay Asher is as follows:

Mr. Sanjay K Asher, aged 61 years, is presently a Senior Partner with M/s Crawford Bayley and Co., which is India's oldest law firm, established in 1830. He holds a Bachelor's degree in Commerce and a Bachelor's Degree in Law from the University of Bombay and is a qualified Chartered Accountant. He has been a Practicing Advocate since 1991 and was admitted as a Solicitor in the year 1993.

He specializes in the fields of M and A, cross border M and A, joint ventures, private equity and capital markets and advises large, medium and small businesses in these areas. Mr. Sanjay K. Asher has been a noted speaker at various seminars and conferences including those organized by Institute of Chartered Accountants of India, Institute of Company Secretaries of India. He has authored several articles in national and international publications and also a book on Companies Act, 2013. He has been in the past, member on Primary Market Advisory Committee of SEBI and Department of Disinvestment, Government of India.

Mr. Sanjay K Asher is an Independent Director on the Board of Sonata Software Limited, Ashok Leyland Limited, Gillette India Limited, Epigral Limited, Hawkins Cookers Limited, Wavin Industries Limited.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in the 'Appendix 2 to the Notice. The remuneration by way of sitting fees payable to Mr. Asher shall be linked to the factors like number of Board and Committee meetings attended and shall be governed by the Nomination and Remuneration Policy of the Company.

The Board firmly believes that Mr. Asher innate knowledge and his vast experience, will undoubtedly be beneficial to the Company. The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, recommends the Special Resolution as set out at Item No. 5 of the Notice for approval of the Members of the Company.

Mr. Asher, being the appointee, is interested in this resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 5.

By Order of the Board of Directors
For Repro India Limited

Place: Mumbai
Date: May 19, 2025

Almina Shaikh
Company Secretary & Compliance Officer
Membership No. ACS 44431

Registered Office:

11th Floor, Sun Paradise Business Plaza, B Wing,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013
CIN: L22200MH1993PLC071431
Email: investor@reproindia ltd.com
Website: www.reproindia ltd.com
Tel: +91-022-71914000

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment at the AGM

[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India]

1. Mr. Rajeev Vohra

Name of the Director	Mr. Rajeev Vohra
Director Identification Number (DIN)	00112001
Date of Birth (Age)	October 8, 1960 (65 years)
Nationality	Indian
Date of first appointment on the Board	April 1, 1993
Qualifications	Bachelor's degree in Commerce
Terms and Conditions of Appointment/Reappointment	As per the resolution at item no. 2 of the Annual General Meeting Notice dated May 19, 2025, Mr. Rajeev Vohra's office as a Director shall be subject to retirement by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 60.39 Lakhs
Expertise in specific functional areas	Mr. Rajeev Vohra has significant experience in the manufacturing sector, both from a technical and management perspective. With years of hands-on expertise, he has been instrumental in introducing cutting-edge technology processes to the Company. Mr. Rajeev's leadership and innovative contributions to the Company were recognized when he was nominated for the prestigious India Young Business Achiever Award in 1997. He currently oversees Company's Digital Printing Business, focusing on both technical and operational excellence.
No. of shares held in the Company	25,000 shares
List of Directorship on other Boards	<ol style="list-style-type: none"> 1. Repro Enterprises Private Limited 2. Repro Applied Learning Solutions Limited 3. Repro Books Limited 4. Repro Innovative Digiprint Limited
Directorships held in other Listed Companies	Nil
Chairmanships/Memberships of Committees in other listed Companies	Nil
Names of listed entities from which resigned in the past three years	Nil

Name of the Director	Mr. Rajeev Vohra
Relationships between the Directors inter-se	Mr. Rajeev Vohra is the brother of Mr. Vinod Vohra & Mr. Sanjeev Vohra (Promoter-Directors of the Company)
Number of Board Meeting Attended (FY 2024-25)	4 out of 4

2. Mr. Sanjay Asher

Name of the Director	Mr. Sanjay Asher
Director Identification Number (DIN)	00008221
Date of Birth (Age)	November 26, 1963 (62 Years)
Nationality	Indian
Date of first appointment on the Board	July 04, 2025
Brief Profile and Nature of expertise/experience	Refer Notice and Explanatory Statement set out at Item No.5
Qualifications	B.com, FCA, LLB & Solicitor
Expertise in specific functional areas	Mr. Sanjay Asher is a Bachelor in Commerce and a Bachelor of Law from the Mumbai University. He is a qualified Chartered Accountant. He has been a practising advocate since 1989 with M/s Crawford Bayley & Co. He was admitted as a Solicitor in the year 1993 and is a partner of M/s. Crawford Bayley & Co. since 2000.
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 consecutive years effective from July 04, 2025 to July 03, 2030 (for further details refer the Notice and Explanatory Statement).
Details of remuneration last drawn	Nil
Details of remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company
Directorships in other Companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Gillette India Limited 2. Ashok Leyland Limited 3. Deepak Chem Tech Limited 4. Hawkins Cookers Limited 5. Wavin Industries Limited 6. Siporex India Private Limited 7. Orbit Electricals Private Limited 8. Arch Protection Chemicals Private Limited 9. Epigral Limited 10. Sonata Software Limited

<p>Membership/ Chairpersonship of Committees in other listed companies</p>	<ol style="list-style-type: none"> 1. Gillette India Limited <ol style="list-style-type: none"> a. Audit Committee – Member b. Nomination & Remuneration Committee – Chairman 2. Ashok Leyland Limited <ol style="list-style-type: none"> a. Audit Committee – Member b. Risk Management Committee – Member c. Corporate Social Responsibility – Member 3. Hawkins Cooker Limited <ol style="list-style-type: none"> a. Audit Committee – Member b. Stakeholders Relationship Committee – Member c. Corporate Social Responsibility – Member 4. Epigral Limited <ol style="list-style-type: none"> a. Nomination & Remuneration Committee – Member b. Audit Committee – Member 5. Sonata Software Limited <ol style="list-style-type: none"> a. Audit Committee – Chairman b. Nomination & Remuneration Committee – Member
<p>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</p>	<ol style="list-style-type: none"> 1. Sun Pharmaceuticals Industries Limited 2. Sudarshan Chemicals Industries Limited 3. IndusInd Bank Limited 4. Deepak Nitrate Limited 5. Tribhovandas Bhimji Zaveri Limited
<p>No. of Board Meetings (upto the date of this Notice)</p>	<p>Nil</p>
<p>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</p>	<p>None</p>
<p>Shareholding in the Company as on the date of the Notice</p>	<p>Nil</p>
<p>Justification for choosing the appointee for the appointment as an Independent Director</p>	<p>Mr. Sanjay Asher is presently a senior partner with Crawford Bayley & Co., which is India's oldest law firm, established in 1830. Mr. Asher holds a Bachelor's degree in Commerce and a Bachelor's degree in Law from the University of Bombay. He has been a practicing advocate since 1991, and was admitted as a solicitor in 1993. He is also a qualified Chartered Accountant. He specializes in the fields of Corporate Law and Commercial Law, cross border M&A, joint ventures, and capital markets, and advises large, medium and small business enterprises on these subjects. He has authored several articles published in national and international publications and also coauthored a book on the Companies Act, 2013, which was published by CCH, a Wolters Kluwer publication.</p>

INFORMATION AT A GLANCE

PARTICULARS	DETAILS
Date & Time of AGM	August 14, 2025 at 01:00 P.M (IST)
Mode of Conduct	Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)
Contact Details of NSDL for assistance before & during the AGM	E-mail: evoting@nsdl.com Contact No: 022 4886 7000 Members can connect with: Ms. Pallavi Mhatre (Senior Manager-NSDL) at pallavid@nsdl.co.in
Book Closure Dates	Friday, August 08, 2025 to, Thursday, August 14, 2025 (both days inclusive).
Cut-off Date for e-voting	Thursday, August 07, 2025
E-voting Start Date & Time	Sunday, August 10, 2025 from 09:00 a.m (IST)
E-voting End Date & Time	Wednesday, August 13, 2025 till 05:00 p.m (IST)
E-voting Event Number (EVEN)	134679
E-voting website of NSDL	https://www.evoting.nsdl.com/
Registration for Speaker Shareholder	Send an email to investor@reproindia ltd.com on or before Tuesday, August 12, 2025 <i>(Please mention registered e-mail address, Name of shareholder, DP ID and Client ID/ Folio No., PAN, Mobile No. in the e-mail sent for registration)</i>
Name & Details of Registrar & Share Transfer Agent (RTA)	MUFG Intime India Private Limited <i>(Formerly Link Intime India Private Limited)</i> C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai- 400 083. Tel: +91 22 49186000 e-mail: rnt.helpdesk@in.mpms.mufg.com Website: www.in.mpms.mufg.com