

October 25, 2024

To,  
**BSE Ltd.**  
P. J. Towers,  
Dalal Street,  
Mumbai – 400001  
**Scrip Code: 532687**

**National Stock Exchange of India Ltd.**  
Exchange Plaza  
Bandra Kurla Complex  
Bandra East, Mumbai – 400051  
**Symbol: REPRO**

Dear Sir/Madam,

**Sub: Notice of Postal Ballot - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations')**

Pursuant to the provisions of Regulation 30 (read with Part A of Schedule III) of the SEBI Listing Regulations, we enclose herewith a copy of the Notice of Postal Ballot dated September 13, 2024 along with the Explanatory Statement ('Notice') which is being dispatched today i.e. Friday, October 25, 2024, seeking consent of the Members of the Company on the Special Business (es) as contained in the Notice by passing the following Special Resolutions, by means of Postal Ballot:

<b>Sr. No</b>	<b>Description of Business(es)</b>	<b>Type of Resolution</b>
1.	Appointment of Mr. Arindam Ghosh (DIN: 01423589) as a Non-Executive Independent Director of the Company	Special Resolution
2.	Appointment of Ms. Divya Krishnan (DIN: 09276201) as a Non-Executive Independent Director of the Company	Special Resolution

In terms of various circulars issued by the Ministry of Corporate Affairs, the Notice is being sent only by electronic mode to those members whose email addresses are registered with the Company/Depositories and whose names appeared in the Register of Members / list of beneficial owners maintained by the Company/ Depositories as on Friday, October 18, 2024 (Cut-Off Date'). Physical copies of the Notice, Postal Ballot forms etc., is not being sent to members for this Postal Ballot. The assent or dissent on the above resolutions can be communicated by the members through remote e-voting process ('e-voting'), within the following period:

Commencement of e-voting	9.00 a.m. IST on Saturday, October 26, 2024
End of e-voting	5.00 p.m. IST on Sunday, November 24, 2024
Result of e-voting by Postal Ballot	On or before Tuesday, November 26, 2024



The Notice is also being uploaded on the Company's website, i.e. [www.reproindia.com](http://www.reproindia.com), on the website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of our e-voting agency i.e. National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records.

Thanking you

Yours faithfully,

**For Repro India Limited**

**Almina Shaikh  
Company Secretary & Compliance Officer**

**Encl:** As above

## **POSTAL BALLOT NOTICE**

**[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and any applicable Circulars issued by the Ministry of Corporate Affairs, from time to time]**

**Dear Member(s),**

**Notice** is hereby given to the Members of Repro India Limited (**'Company'**) that, pursuant to and in compliance with the provisions of Sections 108 and Section 110 of the Companies Act, 2013 (**'Act'**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**), Secretarial Standard-2 on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act and Rules made thereunder and the SEBI Listing Regulations, as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (**'MCA Circulars'**), that the Special Resolutions appended below, are proposed for consideration and approval by the members of the Company for passing only by means of Postal Ballot by voting through electronic means (**'remote e-voting'**) only.

<b>Sr. No</b>	<b>Particulars</b>
1.	Appointment of Mr. Arindam Ghosh (DIN: 01423589) as a Non-Executive Independent Director of the Company
2.	Appointment of Ms. Divya Krishnan (DIN: 09276201) as a Non-Executive Independent Director of the Company

An Explanatory Statement pursuant to Sections 102 and 110, and other applicable provisions, if any, of the Act, which sets out the material facts and reasons for the resolutions, is appended to this Postal Ballot Notice (**'the Notice'** or **'the Postal Ballot Notice'**).

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read alongside the Rules and the MCA Circulars, the manner of voting on the proposed resolutions is restricted solely to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The details of the procedure to cast the votes are included in the Notes to this Notice. Further, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company or their Depository Participant(s).

The Board has appointed Mr. Dinesh Kumar Deora (FCS: 5683 and COP No.: 4119), Practising Company Secretary, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company has provided remote e-voting (**'e-voting'**) facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (**'NSDL'**) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting	9.00 a.m. IST on Saturday, October 26, 2024
Conclusion of e-voting	5.00 p.m. IST on Sunday, November 24, 2024
Cut-off date for eligibility to vote	Friday, October 18, 2024

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Sunday, November 24, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Chairman, and the results of the voting will be announced within two (2) working days from the last date of voting. The said results along with the Scrutinizer's Report would be intimated to the Stock Exchanges viz. BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at [www.reproindia.com](http://www.reproindia.com) and to the website of National Securities Depository Limited, the Depository of the Company, at <https://evotingnsdl.com>. Outcome will be made available at the registered office of the Company.

The last date of e-voting, i.e. November 24, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

#### **SPECIAL BUSINESSES:**

#### **1. Appointment of Mr. Arindam Ghosh (DIN: 01423589) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 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 'SEBI 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. Arindam Ghosh (DIN: 01423589), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from August 30, 2024, 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 SEBI Listing Regulations, and is eligible for appointment under the provisions of the Act, the rules made thereunder, and the SEBI 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 5 (five) consecutive years, i.e., from August 30, 2024 up to August 29, 2029.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters, and things as may be deemed necessary and/or

expedient in connection therewith or incidental thereto take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## **2. Appointment of Ms. Divya Krishnan (DIN: 09276201) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 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 ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force, if any), and based on the Articles of Association and 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 Ms. Divya Krishnan (DIN: 09276201), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from September 13, 2024, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and is eligible for appointment under the provisions of the Act, the rules made thereunder, and the SEBI 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 her 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 5 (five) consecutive years, i.e., from September 13, 2024 up to September 12, 2029.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters, and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Place: Mumbai**

**Date: September 13, 2024**

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

**Sd/-  
Almina Shaikh  
Company Secretary & Compliance Officer**

### **Registered Office:**

11<sup>th</sup> Floor, Sun Paradise Business Plaza,  
B Wing, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400013  
Tel: (022) 71914000  
Email: [investor@reproindia.com](mailto:investor@reproindia.com)  
Website: [www.reproindia.com](http://www.reproindia.com)

**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act along with the detail in terms of Regulation 36(3) of the SEBI Listing Regulations, stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those members whose names appear in the Register of Members maintained by the Company and as received from the National Securities and Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') ('Depositories'), as on Friday, October 18, 2024, ('Cut-off date'), and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions forming part of this Notice.
3. The Members are requested to record their assent (FOR) or dissent (AGAINST) exclusively through the remote e-voting process not later than 5:00 p.m. (IST) on Sunday, November 24, 2024. To be eligible for consideration, votes must be cast by this deadline; otherwise, it will be strictly considered that no votes have been received from the member.
4. The members whose names appear in the Register of Members or list of Beneficial Owners, as received from the Depositories as of the Cut-off date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as of the Cut-off date should treat this Postal Ballot Notice for informational purposes only.
5. In compliance with the provisions of Sections 108 and 110, read with the Rules, the Company is pleased to offer an e-voting facility to all members of the Company. For this purpose, the Company has availed itself of the services of NSDL to facilitate e-voting, enabling members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be made available on the Company's website at [www.reproindia.com](http://www.reproindia.com) on the websites of the Stock Exchanges, i.e., BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting@nsdl.com](http://www.evoting@nsdl.com)
7. All the documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. November 24, 2024. Members may send their request to [investor@reproindia.com](mailto:investor@reproindia.com) mentioning their name, Folio no. / Client ID and DP ID, and specifying the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), 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.com](http://www.reproindia.com) and on the website of the RTA at <https://linkintime.co.in/home-KYC.html>

To mitigate unintended challenges on account freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done along with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

Further, Members are requested to refer process detailed on <https://linkintime.co.in/home-KYC.html> and proceed accordingly.

9. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before November 26, 2024. The resolutions, if passed by requisite majority shall be deemed to have been passed on November 24, 2024, being the last date specified by the Company for e-voting. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
10. The declared results along with the Report of the Scrutinizer shall be uploaded to the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and shall be uploaded on the website of the Company i.e., [www.reproindialtd.com](http://www.reproindialtd.com) and the website of NSDL at [www.evoting@nsdl.com](http://www.evoting@nsdl.com)

#### 11. Instructions for Remote e-Voting:

The process to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





##### Step 1: Access to NSDL e-Voting system

##### A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 users to login Easi / Easiest are requested to visit CDSL website</li> <li>2. 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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting</li> </ol>

	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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. Login method for e-Voting for Individual shareholders holding securities in demat 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: <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 'Shareholder/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.

*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.*

4. 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***

5. 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](mailto: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.

6. 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](http://www.evoting.nsdl.com)
- b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.

7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. 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 on NSDL e-voting system?**

- a. 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.
- b. Select "EVEN" of Company for which you wish to cast your vote during the remote- voting period.
- c. Now you are ready for e-voting as the Voting page opens.
- d. 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.
- e. 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.
  - f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for Shareholders:**

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [dinesh.deora@gmail.com](mailto:dinesh.deora@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b. 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](http://www.evoting.nsdl.com) to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTION 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@reproindia ltd.com](mailto:investor@reproindia ltd.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@reproindia ltd.com](mailto: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 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto: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 facility provided by Listed Companies, 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.

**PROCESS FOR REGISTRATION OF E-MAIL ID TO RECEIVE THIS POSTAL BALLOT NOTICE ELECTRONICALLY AND CAST VOTES ELECTRONICALLY**

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, LIPL at <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> 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> <ul style="list-style-type: none"> <li>a) Name and Branch of the Bank,</li> <li>b) The Bank Account type,</li> <li>c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions</li> <li>d) 9 digit MICR Code Number, and</li> <li>e) 11digit IFSC Code</li> <li>f) A scanned copy of the cancelled cheque bearing the name of the first shareholder.</li> </ul>
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>

**Registration of e-mail address permanently with Company/DP**

Members are requested to register the same with their concerned DPs, in respect of electronic holding and with Link Intime India Private Limited, in respect of physical holding, by submitting the request in Form ISR1 available on the website. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/ Link Intime India Private Limited to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**

### **Item No.1: Appointment of Mr. Arindam Ghosh (DIN: 01423589) 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 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 August 30, 2024, and based on the recommendation of Nomination and Remuneration Committee, and subject to the approval of the members of the Company, appointed Mr. Arindam Ghosh (DIN: 01423589) as an Additional Director (in the capacity of Independent Director) of the Company, with effect from August 30, 2024, for a term of five consecutive years, i.e., up to August 29, 2029, 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. Ghosh 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. Ghosh 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. Ghosh. The Company has also received a declaration of independence from Mr. Ghosh that he meets the criteria of independence as prescribed, under Section 149(6) of the Act and under the Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI 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. Ghosh 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. Ghosh 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. Arindham Ghosh is as follows:**

Mr. Arindam is a Chartered Accountant by profession. He is a senior leader in the BFSI segment in India and the Asia Pacific ranging from green fields/ start-ups to large global organizations across,

Asset Management, Wealth Management and NBFCs.

Mr. Arindam has nearly 3 decades of outstanding leadership experience in financial services in India and Asia-Pacific.

He is presently Co-Founder and the Director of Alphaniti Fintech Private Limited- a tech enabled and big data Company with special focus across prominent asset classes in Investment and Finance Domain in India & US.

Previously, he was associated with BlackRidge Capital Advisors as a Director and CEO.

Prior to Blackridge, Arindam was associated with Mirae Asset Global Investment Management Limited as Head of Asia Pacific Business Development and subsequently as CEO and Director of Mirae Asset India establishing a strong foundation and built the Mutual Fund organization from inception.

Mr. Arindam has also worked in Fidelity International Group as Associate Director – Asia Pacific Investment Marketing and was also part of the Asia Business Team covering HongKong, Singapore, Japan, Australia, South Korea, Taiwan.

Mr. Arindam has also been associated with leading and prestigious domestic organizations including Tata and AV Birla Group.

A versatile and strategic thought leader he has significantly contributed by delivering immense value in areas of corporate governance, best practices strategic directions and also support management for organization growth and success as a Director on several Corporate Boards.

The Board is requested to kindly consider the aforesaid changes in the Composition of the Board of Directors and accord their approval as set out in Item no. 1 of this Notice.

In the opinion of the Board, Mr. Ghosh fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and SEBI Listing Regulations and is thereby eligible for appointment as an Independent Director.

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 'Annexure' to the Notice. The remuneration by way of sitting fees payable to Mr. Ghosh 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.

Mr. Ghosh, 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.

The Board firmly believes that Mr. Ghosh 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.1 of the Postal Ballot Notice for approval of the Members of the Company.

## **Item No.2: Appointment of Ms. Divya Krishnan (DIN: 09276201) as an Independent Director of the Company**

Pursuant to Section 161(1) of the Companies Act, 2013 (the Act) 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 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 September 13, 2024, and based on the recommendation of Nomination and Remuneration Committee, and subject to the approval of the members of the Company, appointed Ms. Divya Krishnan (DIN: 09276201), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from September 13, 2024, for a term of five consecutive years, i.e., upto September 12, 2029, 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, Ms. Krishnan shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Ms. Krishnan 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 Ms. Krishnan. The Company has also received a declaration of independence from Ms. Krishnan that she meets the criteria of independence as prescribed, under Section 149(6) of the Act and under the Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she 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 herself on the Independent Director's Data Bank maintained by the Indian Institute of Corporate Affairs.

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

### **Brief profile of Ms. Divya Krishnan is as follows:**

Ms. Divya Krishnan holds the degree of MBA from IIM Ahmedabad and was awarded a prestigious industry scholarship for outstanding scholastic achievement during her time there.

Ms. Krishnan is an alumnus of Shri Ram College of Commerce, Delhi and La Martiniere School, Kolkata. Ms. Divya Krishnan is a finance and investment banking professional. She is currently visiting faculty at one of India's leading private universities, Ashoka, where she gives lecture on finance related.

She was formerly Chief Investment Officer and Head of Investments at SBI Mutual Fund. Post her voluntary exit from SBI in 2001, Ms. Krishnan has served as a consultant to a number of leading non-profits and NGOs.

She has been an invitee as Scholarin- Residence by a leading Private University in the US, guiding students to effectively support developmental initiatives in India.

She has worked primarily in the areas of education and disability, including advising educational organizations for the hearing impaired, the blind, and young girl children from economically disadvantaged backgrounds.

She was a member of the Working Group on Disabilities to help develop the 12th Five Year Plan for the Kerala state government. She has also served as a volunteer teacher for slum children in Mumbai and for primary school children in Hong Kong and in Trivandrum.

Currently she is an Independent Director in Bandhan Financial Holdings Limited and Nominee Director in Bandhan Bank Limited.

In the opinion of the Board, Ms. Krishnan fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and SEBI Listing Regulations and is thereby eligible for appointment as an Independent Director.

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 'Annexure' to the Notice. The remuneration by way of sitting fees payable to Ms. Krishnan 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.

Ms. Krishnan, being the appointee, is interested in this resolution. Further, her 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.

The Board firmly believes that Ms. Krishnan's innate knowledge and her 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. 2 of the Postal Ballot Notice for approval of the Members of the Company.

All documents referred to in the accompanying Notice and Statement setting out material facts on Item No. 1 and Item No. 2 will be made available for inspection by the Members through electronic mode by writing to the Company at [investor@reproindia.com](mailto:investor@reproindia.com) from the date of circulation of the Postal Ballot Notice as per details mentioned in note no. 7 to the accompanying Postal Ballot Notice.

**Place: Mumbai**  
**Date: September 13, 2024**

**By Order of the Board of Directors**  
**For Repro India Limited**  
Sd/-  
**Almina Shaikh**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No. ACS 44431**

**Registered Office:**  
11<sup>th</sup> Floor, Sun Paradise Business Plaza,  
B Wing, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400013  
Tel: (022) 71914000  
Email: [investor@reproindia.com](mailto:investor@reproindia.com)  
Website: [www.reproindia.com](http://www.reproindia.com)

**Annexure**

**Information pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India regarding the Directors proposed to be appointed:**

<b>Name of the Director</b>	<b>Mr. Arindam Ghosh</b>
DIN	01423589
Date of Birth	25 <sup>th</sup> January, 1964
Age	60
Date of first appointment on the Board	August 30, 2024
Brief Profile and Nature of expertise / experience	Please refer to the brief profile above
Qualifications	Chartered Accountant
Expertise in specific functional areas	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 consecutive years effective from August 30, 2024 to August 29, 2029 (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"> <li>1. Torus Alphaniti Technologies Private Limited</li> <li>2. Torus Alphaniti Private Limited</li> <li>3. Navi Finserv Limited</li> <li>4. Navi AMC Limited</li> <li>5. Brainstormerz Research and Data Analytics Private Limited</li> <li>6. Alphaniti Fintech Private Limited</li> </ol>
Membership/ Chairpersonship of Committees in other listed companies	<p><b><u>Navi Finserv Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee – Member</li> <li>• Stakeholder Relationship Committee - Member</li> <li>• Audit Committee – Member</li> <li>• Nomination &amp; Remuneration Committee- Member</li> </ul>

	<p><b><u>Navi AMC Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Risk Management Committee- Chairperson</li> <li>• Audit Committee – Member</li> <li>• Nomination &amp; Remuneration Committee - Member</li> </ul>
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	None
No. of Board Meetings (upto the date of this Notice)	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
Shareholding in the Company as on the date of the Notice	Nil
Justification for choosing the appointee for the appointment as an Independent Director	Refer Notice and Explanatory Statement

<b>Name of the Director</b>	<b>Ms. Divya Krishnan</b>
DIN	09276201
Date of Birth	June 16, 1968
Age	56
Date of first appointment on the Board	September 13, 2024
Brief Profile and Nature of expertise / experience	Please refer to the brief profile above
Qualifications	MBA from IIM, Ahmedabad
Expertise in specific functional areas	Finance and Investment Banking
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 consecutive years effective from September 13, 2024, to September 12, 2029 (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)	Bandhan Financial Holdings Limited Bandhan Bank Limited
Membership/ Chairpersonship of Committees in other listed companies	<p><b><u>Bandhan Financial Holdings Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee – Chairperson</li> <li>• Audit Committee – Member</li> </ul> <p><b><u>Bandhan Bank Limited:</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Stakeholders Relationship Committee – Chairperson</li> </ul>
Listed entities from which the Director has resigned from Directorship in the last 3 (three) years	None
No. of Board Meetings attended (upto the date of this Notice)	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
Shareholding in the Company as on the date of the Notice	Nil
Justification for choosing the appointee for the appointment as an Independent Director	Refer Notice and Explanatory Statement