

September 26, 2017

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
(Scrip Symbol – REPRO)

Dear Sir / Madam,

Sub: Minutes of the 24th Annual General Meeting

We are pleased to enclose herewith copy of the Minutes of the 24th Annual General Meeting held on August 30, 2017.

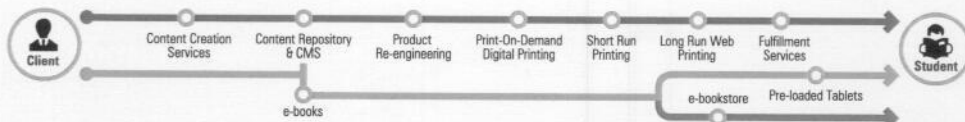
This is for your information and records.

Thanking you,

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

DIMPLE CHOPRA
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS: A21392

Encl: As above.



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B Wing, Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013, India
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Mahape, Navi Mumbai -400 710
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Plot No. 90 to 93, 165 Surat Special Economic Zone,
Road No. 11, GIDC, Sachin. Surat - 394 230
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No 146, East Coast Road, Vettuvankeni,
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Tel: +91-44-2449 0130
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HELD AT _____ ON _____ TIME _____

**MINUTES OF 24TH ANNUAL GENERAL MEETING OF REPRO INDIA LTD
HELD ON WEDNESDAY, THE 30TH DAY OF AUGUST, 2017 AT 3:30 P.M. AT
THE M.I.G. CRICKET CLUB, GALAXY HALL, 2ND FLOOR, M.I.G. COLONY,
BANDRA (EAST), MUMBAI 400 051**

Members Present:

Mr. Vinod Vohra	Chairman
Mr. Sanjeev Vohra	Managing Director/Member
Mr. Mukesh Dhruve	Executive Director and CFO/Member
Mr. Rajeev Vohra	Executive Director
Dr. Pramod Khera	Executive Director/Member
Mr. Dushyant Mehta	Non-Executive Non-Independent Director / Member
Mr. P. Krishnamurthy	Non-Executive Independent Director and Chairman - Audit Committee
Dr. Jamshed Irani	Non-Executive Independent Director
Mrs. Mahalakshmi Ramadorai	Non-Executive Independent Director/Member
Mr. Ullal R. Bhat	Non-Executive Independent Director/Member

Leave of Absence was granted to Mr. Alyque Padamsee and Ms. Bhumika Batra due to health issues.

72 members were present in person.

1 proxy were lodged for 7,38,928 shares.

Repro Enterprises Private Limited holding 55,37,643 number of shares representing 50.79 % of the equity share capital represented by Mr. Sanjeev Vohra.

74 Members totally holding 71,06,148 shares representing 65.17% of the equity share capital were present.

In Attendance:

Ms. Dimple Chopra	Company Secretary and Compliance Officer
Mr. Dinesh Sureka	Senior VP - Accounts and Finance

Chairman of the Meeting:

Mr. Vinod Vohra, Chairman of the Company, took the Chair and conducted the proceedings.

Quorum:

Mr. Vinod Vohra, the Chairman of the Company, on the quorum being present, declared the commencement of the meeting.

He welcomed the members to the Twenty Fourth Annual General Meeting (AGM) of the Company.

He then introduced the Directors present on the Dias.

Statutory Books for Inspection:

The Chairman informed the members that the Statutory Registers were available during the meeting for inspection by the members of the Company.

HELD AT _____ ON _____ TIME _____

Notice Convening the Annual General Meeting:

Notice convening the Annual General Meeting was taken as read with the permission of the members.

Auditor's Report:

Mr. Vinod Vohra, Chairman, requested Ms. Dimple Chopra, Company Secretary, to read the Auditors' Report and accordingly, Ms. Dimple Chopra, Company Secretary, read the Auditors' Report dated May 8, 2017. The Annexure to the Auditor's Report was taken as read with the consent of the members.

Chairman's Speech:

Mr. Vinod Vohra then delivered his Speech, the highlights of which are recorded hereafter:

The last 10 years have seen paradigm shifts in the way people do business. Internet has changed the playing field dramatically. And one of the main innovations that has driven this change is aggregation.

Aggregation, as defined in a business context, is a combination of products and services that are sold together digitally to the benefit of the buyer and the seller. Look at the examples of aggregation around us. Car companies run global car and taxi services without owning a single vehicle. Hospitality companies offer travellers accommodation, while not owning any of the properties themselves. What these companies have done is aggregate or bring together on one platform different services from different service providers. So that the customer does not need to visit hundred websites, make hundred calls, or negotiate with a hundred vendors to get what he wants. He gets all his options together in one place.

This concept of aggregation has changed the marketplace. At Repro, we have innovated in our area of strength the aggregation of books.

We have built a platform whereby we aggregate millions of books on a common platform and make them available to readers across the world. This solution benefits not only readers, who can now access a book from wherever they are but also hugely benefits publishers because they can reach their books to exponentially more readers without the hurdles of the traditional publishing and distribution supply chain.

We look forward to an exciting year, where we expect much of our investment of the current year to pay off not just financially, but with the satisfaction of truly having made a difference to readers and publishers by making more books available to more readers everywhere.

The Chairman then completed his speech and thanked all the members for their continuous support and trust reposed by them on the Company.

He then invited the members to speak or ask questions. Some members raised general queries on the Company's operations, future plans, related party transactions and relating to dividend, etc. The members mainly sought announcements for interim dividend and arrangement for factory visits.

Responding to the queries and comments from the members, the Chairman thanked them for their queries.

He then requested Mr. Mukesh Dhruve, Executive Director and CFO of the Company to respond to the queries raised by the members.

He then made a presentation on the performance of the Company.

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CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

He thanked the members and appreciated their keen interest in the growth of the Company. He then replied to all the queries raised by the members to their satisfaction.

Then the Chairman informed that:

In accordance with Section 108 of that the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules 2014, the Company had provided it's members the facility for remote e-voting to the Members through CDSL in respect of all the items to be transacted at this AGM. The remote e-voting period commenced on August 26, 2017 at 9.00 a.m. and ended on August 29, 2017 at 5.00 p.m.

In remote e-voting, the shareholders have voting rights in proportion to their shares in the paid up equity capital and therefore to maintain the parity, poll is being called on all resolutions, instead of show of hands.

Members, who have already voted through remote e-voting process, shall not be debarred from participation in the meeting, but he/she shall not be entitled to vote again in meeting and the vote cast by him/her through remote e-voting shall be treated as final.

Mr. Dinesh Deora, Practicing Company Secretary, has been appointed as Scrutinizer to conduct the poll in a smooth and transparent manner and report on the results of the poll. Mr. Dinesh Deora is also Scrutinizer for remote e-voting.

Ballot papers had already been distributed to the Members at the time of entering the meeting hall.

The Members were then requested by the Chairman to propose and second the resolutions.

The Chairman then took up the following resolutions for voting:

ORDINARY BUSINESS

Item No. 1:

The Chairman moved the resolution to receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.

Mr. Rajendra Shah a member of the Company proposed the resolution and the same was seconded by Mr. Bimal Panchal, another member of the Company.

RESOLUTION:

"RESOLVED THAT the Audited (Standalone and Consolidated) Financial Statements for the Financial Year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

Item No. 2:

The Chairman moved the resolution, to appoint a Director in place of Mr. Mukesh Dhruve (DIN: 00081424), who retires by rotation at the conclusion of this Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Ashok Shah a member of the Company proposed the following resolution and the same was seconded by Mr. S K Mahajan, another member of the Company.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

RESOLUTION:

"**RESOLVED THAT** Mr. Mukesh Dhruve (DIN: 00081424), who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

Item No. 3:

The Chairman moved the resolution to re-appoint M/s. B S R & CO., LLP, as the Statutory Auditors of the Company.

Mr. Praful Dharia a member of the Company proposed the following resolution and the same was seconded by Mr. Bharat Shah another member of the Company.

RESOLUTION:

"**RESOLVED THAT** pursuant to provision of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under, as amended from time to time M/s. B S R & Co. LLP, Chartered Accountants (Registration No.101248W/ W-100022) be and are hereby appointed as Statutory Auditors of the Company, for the term of two years from the conclusion of this Annual General Meeting to the conclusion of the Twenty Sixth Annual General Meeting of the Company, subject to ratification in every Annual General Meeting and on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Audit Committee."

SPECIAL BUSINESS**Item No. 4:**

The Chairman moved the Special resolution for appointment of M/s. Bhumika Batra (DIN: 03502004) as a Non- Executive Independent Director.

Mr. C V Bakre a member of the Company proposed the following resolution and the same was seconded by Ms. Smita Shah, another member of the Company.

RESOLUTION:

"**RESOLVED THAT** Ms. Bhumika Batra (holding DIN: 03502004), who was appointed as an Additional Director of the Company with effect from November 11, 2016 by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

"**RESOLVED THAT** pursuant to provisions of Section 149, 150, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s), clarifications, exemptions or re- enactments thereof for the time being in force), Ms. Bhumika Batra (holding DIN: 03502004), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act, to hold office upto the date of this Annual General Meeting 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 the Director, be and is hereby appointed as non-executive Independent Director of the Company under the Act, to hold office for a term of five consecutive years, from the conclusion of this Annual General Meeting, not liable to retire by rotation."

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CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Item No. 5:

The Chairman moved the Special resolution for Change in Place of Keeping of Register of Members.

Mr. Vivekanand Awate a member of the Company proposed the following resolution and the same was seconded by Mr. Rajesh Chainani, another member of the Company.

RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Register and Index of Members Register under Section 88 of the Companies Act, 2013 or any other documents as may be required, at the office of the Registrar and Share Transfer Agent of the Company viz Link Intime India Pvt. Ltd, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 or any other of its office or place within the Mumbai city.

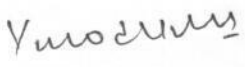
RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto"

Chairman requested to all the members to put their Ballot papers in the Ballot box in the next 30 minutes.

Conclusion:

After the polling process was over, there being no other business and the meeting was closed at 4:45 p.m. with a vote of thanks to the Chair and to all the members for active participation and attending the meeting.

The Consolidated results of the remote e-voting and physical ballot and voting at the AGM was declared by the Company on September 1, 2017 based on the report of the Scrutinizer dated August 31, 2017 on the website of the Stock Exchanges and the website of the Company and the details of the results are enclosed as Annexure I to the Minutes.


CHAIRMAN

PLACE: MUMBAI

TIME OF COMMENCEMENT: 3.30 P.M.

TIME OF COMPLETION: 4.45 P.M.

DATE OF ENTRY IN MINUTES BOOK: SEPTEMBER 22, 2017

DATE OF SIGNING: SEPTEMBER 22, 2017

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Annexure I

24TH ANNUAL GENERAL MEETING HELD ON AUGUST 30, 2017

Declaration of Results of the Remote e-voting and physical ballot & voting at the Meeting:

Item No.	Resolutions	% Votes in Favour	% Votes Against	Type of Resolution
Ordinary Business:				
1	To receive, consider, approve and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.	100.00	0.00	Ordinary
2	Appoint a Director in place of Mr. Mukesh Dhruve (DIN: 00081424), who retires by rotation and being eligible, seeks re-appointment	100.00	0.00	Ordinary
3	Re-appointment of M/s B S R & Co LLP, as the Statutory auditors of the Company	100.00	0.00	Ordinary
Special Business:				
4	Re-appointment of M/s. Bhumika Batra (DIN: 03502004), Additional Independent Director as Independent Director	100.00	0.00	Special
5	Consider and Approve Change in Place of Keeping of Register of Members	100.00	0.00	Special

Based on the Consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of 24th Annual General Meeting have been duly approved by the shareholders with requisite majority.

Date: September 22, 2017



CHAIRMAN'S INITIALS