

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th Annual General Meeting of the Members of Repro Books Limited (formerly known as Repro Knowledgecast Limited) will be held on Monday, August 9, 2021 at 11.00 a.m. at 12th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, to transact the following business:

Ordinary Business:

- 1 To consider and adopt the audited financial statements of the Company, including balance sheet as at 31st March, 2021, profit and loss statement and cash flow statement for the year ended on that date, Reports of the Board and Auditors of the Company thereon.
- 2 To appoint a Director in place of Mr. Vinod Vohra (DIN: 00112245), who retires by rotation and offers himself for reappointment.

Special Business:

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

Approval of Employee Stock Option Plan of the Company

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”) made thereunder (including any amendment, modification, variation or re-enactment thereof), the Memorandum and Articles of Association of the Company and subject to such other rules, regulations and guidelines as may be applicable from time to time and subject to the approval(s), consent(s), permission(s) and / or sanction(s) as may be required from appropriate regulatory authorities / institutions or bodies and subject to such terms and conditions as may be prescribed / imposed by such authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include the Nomination & Remuneration Committee or any other Committee of the Company constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the shareholders of the Company be and is hereby accorded to introduce and implement “Repro Books Limited Employee Stock Option Plan – 2021” (“RBL ESOP - 2021”) scheme and to create, grant, issue, offer and allot to the present and / or future permanent employees of the Company, upto 2,00,000 (Two Lakhs Only) stock options convertible into equal number of equity shares of the Company of face value ₹ 10/- each under the RBL ESOP - 2021 at such price and on such terms and conditions and in such tranches as the Board of the Company may deem fit and in compliance with the provisions of the Act and the Rules and other applicable laws and RBL ESOP - 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect RBL ESOP - 2021 scheme on such terms and conditions as contained in explanatory statement to this item in the notice and to modify, alter, vary, revise or amend the said terms or suspend, withdraw, revise or terminate RBL ESOP – 2021 scheme, subject to compliance with the Act, Rules and other applicable laws, as amended from time to time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, or any other re-organization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options shall be reasonably adjusted in accordance with the provisions of the RBL ESOP – 2021 scheme and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the RBL ESOP – 2021 Scheme.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time to the extent relevant and applicable to RBL ESOP – 2021 scheme.

RESOLVED FURTHER THAT the equity shares to be issued as stated aforesaid shall rank pari-passu with all the existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, valuers, consultants or representatives, being incidental to the effective implementation and administration of the RBL ESOP – 2021 Scheme, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage and all the acts, deeds, matters and things done by the Board are hereby ratified, confirmed and approved, without being required to seek any further consent or approval of the shareholders of the Company, and further to execute all such agreements, deeds, documents, writings etc. and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to RBL ESOP - 2021 scheme including any modification, alteration, amendment, suspension, withdrawal or termination of RBL ESOP – 2021 Scheme and to take all such steps and do all such acts, deeds, things as may be incidental or ancillary thereto in compliance with the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary including authority to delegate all or any of the powers conferred herein, to any Committee of the Company, with power to such Committee to further delegate such powers to any executives / officers of the Company to give effect to this resolution.”

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

Approval of the grant of options to any individual during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option

“**RESOLVED THAT** in accordance with Rule 12(4)(b) of the Share Capital & Debenture Rules, 2014, consent of the member(s) be and is hereby accorded for the grant of Stock Options to any individual, during any one year equal to or exceeding 1% of the issued, subscribed and paid-up capital of the Company at the time of grant of option.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its

absolute discretion deem fit, without being required to seek any further consent or approval of the member(s).”

- 5 To consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution**:

Regularization and Appointment of Mrs. Trisha Mariwala (DIN: 07225253) as the Director of the Company

“**RESOLVED THAT** Mrs. Trisha Mariwala (DIN: 07225253), who was appointed as an Additional Director who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 by the Board of Directors with effect from May 1, 2021 and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing, proposing his candidate for the office of the Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation”

By order of the Board
For Repro Books Limited



Mukesh Dhruve
Director (DIN: 00081424)

Registered Office:

11th Floor, Sun Paradise Business Plaza,
B Wing, Senpati Bapat Marg,
Lower Parel, Mumbai 400013

Date: June 30, 2021

Place: Mumbai

NOTES:

1. The Statement setting out the material facts relating to Special Business at the meeting pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. 2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's registered Office situated at 11th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel, Mumbai- 400013 not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the general meeting are requested to send a certified copy of the board resolution under section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the meeting hall. The Attendance Slip is annexed as Annexure A.
7. The Notice of the AGM along with the Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Agenda Item No. 3

As the shareholders are aware, stock options have long been recognized as an effective instrument to attract and retain the key critical talent in an increasingly competitive environment. This ESOP scheme will help to align the senior stakeholders to drive the Company Vision and a high performance culture by being the shareholders and having an opportunity to maximize wealth creation.

With the above objective and subject to approval of the Shareholders of the Company, the Board of Directors of the Company pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014 and other applicable laws, at their meeting held on July 13, 2021 approved introduction and implementation of 'Repro Books Limited Employee Stock Option Plan 2021' ("RBL ESOP - 2021") scheme. The ESOP scheme has been formulated in accordance with the applicable laws.

The ESOP Scheme will be implemented directly and administered by the Board of Directors of the Company.

1	Total number of stock options to be granted	Total stock options upto 2,00,000 convertible into equal number of equity shares of the face value ₹ 10/- each fully paid-up subject to any corporate action.
2	Identification of classes of employees entitled to participate in RBL ESOP 2021	Permanent Employees of the Company as may be determined by the Board at its sole discretion from time to time
3	Appraisal process for determining the eligibility of employees	As may be deemed fit by the Board from time to time in accordance with the RBL ESOP 2021
4	Requirements of vesting and period of vesting	Subject to conditions mentioned in the RBL ESOP 2021 scheme provided that there has to be a minimum period of one year between the grant of options and vesting of options
5	Maximum period within which the options shall be vested	The Board shall decide the maximum period within which the options shall be vested
6	Exercise price or the formula for arriving at the same	As determined by the Board in accordance with RBL ESOP 2021
7	Exercise Period and process of exercise	As stated in RBL ESOP -2021
8	Lock-in Period, if any	As stated in RBL ESOP - 2021
9	Maximum number of options to be granted per employee and in aggregate	As stated in RBL ESOP - 2021
10	Method which the company shall use to value its options	As stated in RBL ESOP - 2021
11	Conditions under which option vested in employees may lapse	As stated in RBL ESOP - 2021
12	Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	As stated in RBL ESOP - 2021
13	A statement to the effect that the company shall comply with the applicable accounting standards.	The Company shall comply with the disclosures and the accounting policies as prescribed from time to time

Pursuant to Section 62 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules") approval of the shareholders by way of special resolution is required for issue of employee stock options to the employees of the Company.

The Board recommends the resolution set out in item no. 3 of this notice for the approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding, if any.

Agenda Item No. 4:

As per Rule 12(4)(b) of the Companies (Share Capital and Debentures) Rules, 2014, a separate special resolution is required to be passed if the benefits of the Scheme are to be extended to identified Employees, during any one year, equal to or exceeding one per cent of the issued capital of the company at the time of grant of option. Further, the Company may identify certain Employee/s to whom it may be necessary to grant option exceeding one per cent in one year to ensure continuity of their service with the Company. The resolution as set out in Item No. 4 provides that the Company may grant option equal to or exceeding one per cent but not exceeding 5 percent in one year to identified Employee/s or Director/s of the Company.

The Board recommends the resolution set out in item no. 4 of this notice for the approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding, if any.

Agenda Item No. 5:

Mrs. Trisha Mariwala (DIN: 07225253) was appointed as an Additional Director with effect from May 1, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013 and holds office upto the date of this Annual General Meeting of the Company. The Board is of the view that the appointment of Mrs. Trisha Mariwala on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 5 for approval by the members of the Company.

Except Mrs. Trisha Mariwala, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

By order of the Board
For Repro Books Limited



Mukesh Dhruve
Director (DIN: 00081424)

Registered Office:

11th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg, Lower Parel, Mumbai 400013

Date: June 30, 2021

Place: Mumbai

ANNEXURE TO ITEM 2 & 5 OF THE NOTICE

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

[In pursuance to Secretarial Standard-2 on General Meeting]

Name of the Director	Mr. Vinod Vohra	Mrs. Trisha Mariwala
Director Identification Number (DIN)	00112245	07225253
Date of Birth (Age)	February 15, 1952 (70)	August 18, 1992 (30)
Nationality	Indian	Indian
Date of first appointment on the Board	April 6, 2009	May 1, 2021
Qualifications	B.SC	MBA
Terms and Conditions of Appointment Reappointment	As per the resolution at item no. 2 of the Notice convening AGM on June 30, 2021, is proposed to be re-appointed as a Whole-time Director of the Company.	As per the resolution at item no. 5 of the Notice convening AGM on June 30, 2021, is proposed to be appointed as a Director of the Company.
Remuneration last drawn (including sitting fees, if any)	Nil	Nil
Expertise in specific functional areas	Mr. Vinod Vohra is a Science Graduate. Having begun his career in marketing, his interests led him to setting up technology led projects. Being keenly interested in technology, he was among the few people to recognize the potential of the Apple Macintosh computer and use it for Graphic Desktop Publishing and Multimedia applications. His vision was instrumental in our Company's transition to the area of Fulfilment services. He was responsible for the planning and setting up our Company's Print and Fulfilment facility, and currently keeps in tune with the technology required to enhance the business infrastructure as well as to plan the infrastructure for our Company's foray into newer business lines.	Mrs. Trisha Mariwala has pursued MBA in Business Administration and Management from the Columbia University in the City of New York. Having begun her career as a Content Acquisition Manager, her interest led her to pursue a space as a Senior Business Development Manager.
No. of shares held in the Company	1 share held on behalf of Repro India Limited	Nil
Directorships held in other Companies	Vocon Manufacturing Private Limited Repro India Limited Repro Innovative Digiprint Limited Repro Applied Learning Solutions Limited	Zoyaksa Consultants Private Limited
Memberships of Committees in other Companies	Repro India Limited: Stakeholders Relationship Committee Member	Nil
Relationships between the Directors inter-se	Mr. Rajeev Vohra and Mr. Sanjeev Vohra are brothers of Mr. Vinod Vohra	Daughter of Mr. Sanjeev Vohra
Number of Board Meeting Attended (F.Y 2020-21)	5	NA

Attendance Slip**Annual General Meeting****Date:** August 9, 2021**Place:** Repro Books Limited, 12th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013**Serial No.:**

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

I hereby record my presence at the Annual General Meeting of Repro Books Limited held on Monday, August 9, 2021 at 12th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

.....
Member's/Proxy name in Block Letters

.....
Members's/Proxy Signature

Please hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.

REPRO BOOKS LIMITED
ANNUAL GENERAL MEETING ON AUGUST 9, 2021
PROXY FORM

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

I /We, being the Member(s) of **REPRO BOOKS LIMITED**, holding _____ Shares of the Company, hereby appoint:

1. Name:
Address:
Email Id:

Signature:, or failing him/her

2. Name:
Address:
Email Id:

Signature:, or failing him/her

3. Name:
Address:
Email Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 12th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 on Monday, August 9, 2021 at 11.00 a.m. and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	Type of Resolution	For	Against
Ordinary Business				
1	Adoption of the Audited (Standalone and Consolidated) Financial Statements for the year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution		
2	Re-appointment of Mr. Vinod Vohra (DIN: 00112245), who retires by rotation and being eligible, seeks re-appointment.	Ordinary Resolution		

Special Business				
3.	Approval of Employee Stock Option Plan of the Company	Special Resolution		
4.	Approval of the grant of options to any individual during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option	Special Resolution		
5.	Regularization of Additional Director, Mrs. Trisha Mariwala (DIN: 07225253) as Director of the Company	Ordinary Resolution		

Signed this day of 2021
Signature of the Member
Signature of the Proxy holder(s)

Affix 1 Rupee Revenue Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered

ROUTE MAP TO THE VENUE OF THE GENERAL MEETING

Venue: 12th Floor, Sun Paradise Business Plaza, B Wing, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013

