

XPRO INDIA LIMITED



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June 17, 2023

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051

Stock Symbol: XPROINDIA(EQ)

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort, Mumbai 400 001
Stock Code No. 590013

Dear Sir/ Madam,

Sub: Minutes of Special Resolution passed by way of Postal Ballot

With reference to the captioned subject, enclosed is the certified true copy of the Minutes of the Special Resolution passed by way of Postal Ballot by the members of the Company as set out in the Postal Ballot Notice dated March 14, 2023. The Results of the Postal Ballot were declared on May 19, 2023.

We request you to take the above information on record.

Thanking you,

Yours faithfully,
For **Xpro India Limited**

Kamal Kishor Sewoda
Company Secretary

MINUTES OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT (THROUGH REMOTE E-VOTING PROCESS) BY THE MEMBERS OF XPRO INDIA LIMITED ON FRIDAY, MAY 19, 2023, RESULTS OF WHICH WERE DECLARED ON FRIDAY, MAY 19, 2023

The Board of Directors of the Company at its meeting held on March 14, 2023 approved the Postal Ballot Notice pursuant to Section 110, read with Section 108 and other applicable provisions of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) to seek approval from the members of the Company for the Re-appointment of Sri Sidharth Birla, Chairman in the whole time employment of the Company for a period of three years with effect from March 1, 2023 to February 28, 2026.

The Board had appointed Sri Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295 & CP No. 13792) as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. The e-voting facility to members was provided through Central Depository Services (India) Limited (“CDSL”). The e-voting commenced on Thursday, April 20, 2023 at 9.00 A.M. (IST) and ended on Friday, May 19, 2023 at 5.00 P.M. (IST), and the e-voting module was blocked by CDSL thereafter.

In terms of the MCA Circulars, the Postal Ballot Notice was sent electronically to all the members who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agent as on the cut-off date of April 12, 2023. A newspaper advertisement as required under the Companies Act, 2013 was published in the “The Financial Express” (English) and “Aajkal” (Bengali) newspapers on April 19, 2023.

The Scrutinizer submitted his report on Postal Ballot through the remote e-voting process to Sri C. Bhaskar, Managing Director and Chief Executive Officer of the Company on May 19, 2023. The details of voting on the Special Resolution as per the Scrutinizer’s report are as under:

Approval for Re-appointment of Sri Sidharth Birla, Chairman in the whole time employment of the Company					
Particulars	No. of Votes Cast				Percentage of Votes Cast (%)
	E-Voting		Total		
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	
Assent	122	10522579	122	10522579	99.95%
Dissent	9	5675	9	5675	0.05%
Total	131	10528254	131	10528254	100.00%
Invalid/Abstain	Nil	Nil	Nil	Nil	Nil

On the basis of the Report of the Scrutinizer, Sri C. Bhaskar, Managing Director and Chief Executive Officer of the Company, declared the results of Postal Ballot. He announced that the following Special



Resolution as set out in Postal Ballot Notice dated March 14, 2023 was duly approved by the members with requisite majority on Friday, May 19, 2023 (i.e. last date for remote e-voting).

Special Resolution:

“**RESOLVED** that pursuant to the Articles of Association of the Company and provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any re-enactment thereof (the “Act”), the Company hereby approves the re-appointment of Sri Sidharth Birla (DIN: 00004213), Chairman in the whole time employment of the Company whose office shall not be liable to retirement by rotation under the Act for a period of three years with effect from March 1, 2023 to February 28, 2026 subject generally to the rules as laid down by the Board, at a remuneration by way of salary, commission, perquisites and other allowances as detailed herein below:

- i. Salary, commission (not exceeding 2% of the net profits), perquisites and other benefits/allowances (as per the rules of the Company) as may be decided by the Board of Directors from time to time subject in aggregate to a maximum of 5% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act or any re-enactment thereof, as may be applicable; or
- ii. Where in any financial year the Company has no profits or its profits are inadequate, the Company shall pay remuneration to Sri Sidharth Birla by way of salary, house rent allowance, special allowance and other benefits/allowances (as per the rules of the Company) as may be approved by the Board of Directors time to time as minimum remuneration up to an aggregate amount of Rs.20.00 lakhs per month.

whichever of (i) or (ii) is higher.

RESOLVED FURTHER that Sri Sidharth Birla shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on minimum remuneration specified here-in-above in accordance with the provisions of Schedule V to the Act and any statutory modifications or re-enactment thereof, if the Company has no profits or its profits are inadequate:

- a. gratuity payable at a rate not exceeding half a month’s salary for each completed year of service; and
- b. encashment of un-availed leave at the end of the tenure.”



Sd/-

C Bhaskar
Managing Director &
Chief Executive Officer