

# XPRO INDIA LIMITED



Birla Building (2nd Floor),  
9/1, R. N. Mukherjee Road,  
Kolkata - 700 001, India  
Tel: +91-33-40823700/22200600  
e-mail: xprocal@xproindia.com

September 5, 2023

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

BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort, Mumbai 400 001

Stock Symbol: XPROINDIA(EQ)

Stock Code No. 590013

Dear Sir/Madam,

**Sub: Minutes of 26<sup>th</sup> Annual General Meeting**

As required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Minutes of 26th Annual General Meeting held on August 10, 2023.

Thanking you,

Yours faithfully,  
**For Xpro India Limited**

Kamal Kishor Sewoda  
Company Secretary

Encl: A/a

**Minutes of the Twenty Sixth Annual General Meeting (AGM) of the Members of Xpro India Limited held on Thursday, August 10, 2023 at 10.30 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and concluded at 11.25 AM and the venue for the AGM was deemed to be the Registered Office of the Company at Barjora Mejia Road, P.O. Ghutgoria, Tehsil : Barjora, Distt. Bankura, West Bengal 722202.**

Present

Directors

- Sri Sidharth Birla - in the Chair  
Sri K Balakrishnan  
Smt. Madhushree Birla  
Sri Amitabha Guha  
Sri Ashok Kumar Jha  
Sri Bharat Jhaver  
Ms. Suhana Murshed  
Sri Utsav Parekh  
Sri S Ragothaman  
Sri C. Bhaskar - Managing Director & Chief Executive Officer

In Attendance

- Sri H. Bakshi - Senior President & Chief Operating Officer  
Sri V.K. Agarwal - President (Finance) & Chief Financial Officer  
Sri K. K. Sewoda - Company Secretary

By invitation

- Sri Ashish Gera - Partner of M/s Walker Chandiook & Co. LLP, Chartered Accountants, Statutory Auditors  
Sri Girish Bhatia - Secretarial Auditor and Scrutinizer

67 Members attended the Meeting through Video Conferencing.

Sri Sidharth Birla, Chairman being present, took the Chair.

The Members were welcomed by the Secretary and informed that the Meeting is being held through Video Conferencing in compliance with applicable provisions of the Companies Act, 2013, the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated January 5, 2023.

After ascertaining the quorum, the Chairman declared the Meeting in Order and Open. He introduced the members of the Board, Company Officials and other Invitees attending. The Chairman confirmed that the Company has taken necessary steps to ensure that the Members were able to attend and vote at the AGM through electronic mode in a seamless manner.

The Company Secretary informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the remote e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The remote e-voting commenced at 9.00 a.m. on August 7, 2023 and ended at 5.00 p.m. on August 9, 2023. He further, informed that the Company had also arranged the facilities for its Members who were unable to cast vote through remote e-voting to vote at the Meeting



through e-voting facility provided by Central Depository of Services (India) Limited (CDSL), which remained open for 15 minutes after the conclusion of the Meeting.

The Chairman informed the Members that the Register of Directors' and KMPs and their Shareholdings (maintained u/s. 170 of the Companies Act, 2013) and Register of Contracts or Arrangements (maintained u/s 189 of the Companies Act, 2013) were available for inspection on the website of CDSL.

With the consent of Members present, the Notice convening the Meeting and the Explanatory Statement dated May 22, 2023 were taken as read. The Chairman informed Members present that since the Auditors' Report and the Secretarial Auditor's Report had no adverse remarks, the same were not required to be read out.

The Chairman gave a brief overview relating to the affairs of the Company for the year ended March 31, 2023 and of the foreseeable plans as had been already announced.

Thereafter, he stated that Sri Girish Bhatia who had been appointed as Scrutinizer for remote e-voting, would also act as the Scrutinizer for the e-voting process carried out during the AGM. The Chairman announced that the combined results of remote e-voting and the e-voting during the AGM would be declared by Sri C Bhaskar, Managing Director & Chief Executive Officer or in his absence by Sri Kamal Kishor Sewoda, Company Secretary, in due course as also be put up on the Company's website.

The Directors' Report and audited financial statements of the Company for the year ended March 31, 2023 were then brought under consideration.

The Resolutions, as stated hereunder, were then moved:

1. AS AN ORDINARY RESOLUTION

"RESOLVED that the Directors' Report and audited financial statements for the financial year ended March 31, 2023 of the Company be and are hereby approved and adopted."

99 Members had cast their 130,66,373 (~100.0%) votes in favour and 3 members with 84 (negligible percentage) votes had voted against the Resolution. Accordingly, the Resolution was declared carried with requisite majority.

2. AS AN ORDINARY RESOLUTION

"RESOLVED that as recommended by the Board of Directors in their Report, the Dividend on 206,72,244 Equity Shares of the Company for the year ended March 31, 2023 @ Rs.2.00 (Rupees Two only) per Equity Share be and is hereby declared and that the same be paid to the Shareholders of the Company whose names appear on the Register of Members of the Company or whose names appear as the beneficial owner(s) of the Equity Shares of the Company at the close of working hours on August 3, 2023."

99 Members had cast their 130,66,373 (~100.0%) votes in favour and 3 members with 84 (negligible percentage) votes had voted against the Resolution. Accordingly, the Resolution was declared carried with requisite majority.

*Sri Sidharth Birla, Chairman, being interested in the next Agenda Item, vacated the Chair in favour of Sri Amitabha Guha, Chairman of the Remuneration and Nomination Committee.*



3. AS AN ORDINARY RESOLUTION

"RESOLVED that Sri Bharat Jhaver (DIN: 00379111), a Director of the Company, retiring by rotation, be and is hereby re-elected a Director of the Company."

96 Members had cast their 130,58,115 (99.94%) votes in favour and 6 members with 8,342 (0.06%) votes had voted against the Resolution. Accordingly, the Resolution was declared carried with requisite majority.

*At this juncture, Sri Sidharth Birla resumed the Chair for the balance Agenda Item.*

4. AS AN ORDINARY RESOLUTION

"RESOLVED that pursuant to provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration payable for the year 2023-24 to M/s Sanghavi Randeria & Associates, Cost Accountants, Mumbai (Firm Registration No. 00175) appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2023-24, amounting to INR 1,20,000/- (Rupees One lakh twenty thousand only) as also the payment of applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

96 Members had cast their 1,30,66,291 (~100.0%) votes in favour and 5 members with 136 (negligible percentage) votes had voted against the Resolution. Accordingly, the Resolution was declared carried with requisite majority.

The meeting was then opened for queries, observations and suggestions from the member(s). Responses were provided to the queries raised by the speaker members.

Thereafter, the results were collated by the Scrutinizer and reports handed over to the Company Secretary who then declared consolidated results for each of the resolutions (For convenience and easy reference, the results of voting on each resolution have been recorded herein alongwith the respective resolutions).

There being no other business to transact, the Meeting was then terminated with a vote of thanks to the Chair and the Members.

Sd/-  
CHAIRMAN

CERTIFIED TRUE COPY

For Xpro India Limited

  
Kamal Kishor Sewoda  
Company Secretary