

XPRO INDIA LIMITED



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August 5, 2016

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

Stock Symbol XPROINDIA(EQ)

The Dy. General Manager
Bombay Stock Exchange 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,

As required under Regulation 30 of SEBI (LODR) Regulation, 2015, please find enclosed herewith a copy of the Minutes of the 19th Annual General Meeting held on August 4, 2016.

Thanking you,

Yours faithfully,
For XPRO INDIA LTD


S. C. JAIN
Company Secretary

Encl : a/a

Minutes of the Nineteenth Annual General Meeting of the Members of Xpro India Limited held on Thursday, August 4, 2016 at the Registered Office of the Company at Barjora Mejia Road, P.O. Ghutgoria, Tehsil : Barjora, Distt. Bankura, West Bengal 722202, commenced at 10.30 a.m. and concluded at 11.30 a.m.

Present

Directors (also member)

Sri C. Bhaskar, Managing Director & Chief Executive Officer – in the Chair

Auditors' Representative

Sri Ketan Majithiya

Secretarial Auditor

Sri K. C. Khowala

Company Secretary (also a member)

Sri Sayar Chand Jain - for self and Proxy for 1 Member

Members

Sri Himangshu Bakshi - for self and Proxy for 1 Member

Sri Vinay Kumar Agarwal

Sri P.K. Chhawchharia (Representing Birla Holdings Limited)

Sri Sanjay Kumar Dalmiya

Sri Pulak Kumar Bandopadhyay

Sri Dilip Kumar Mohanta

Sri Dhruba Prasad Sarkar - for self and Proxy for 22 Members

Sri Uttam Kumar Mukhopadhyay

Sri Meghdut De.

Sri Arup Modak

Sri Samir Dutta

Sri Probal Kanti Bandhapadhyay

Sri Amit Ghosh

Sri Arup Beria

Sri Bishnu Dey

Sri Debidas Mukherjee

Sri Goutam Kumar Bhui

Sri Jayanta Ranjan Dey

Sri Kallol Ghosh

Sri Lakshmi Singh

Sri Pranab Kumar Mukhopadhyay

Sri Raj Narayan Pandey



Sri Rajib Sen
Sri Sanjoy Kumar Pal
Sri Syed Akhtar Ali
Sri Partha Sarathi Chakraborty
Sri Kalyan Kumar Chakraborty
Sri Himansu Sekhar Sahoo
Sri Subhra Biswas
Sri Anup Kumar Das
Sri Ashok Brahma
Sri Dipankar Dey
Sri D.N. Bhattacharya
Sri Jitendra Nath Hazra
Sri Kishore Kumar Singh (Proxyholder)

Sri C Bhaskar, Managing Director & Chief Executive Officer, was elected as the Chairman of the meeting pursuant to Article 152 of the Articles of Association of the Company.

The Chairman welcomed the Members to the Company's Nineteenth Annual General Meeting and the requisite quorum of the Members being present called the meeting to order. He also declared that the Company had received 25 Proxies for 5989077 Equity Shares.

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 placed on the table.

Certificate from the Auditors of the Company certifying that the Employees Stock Option Schemes have been implemented by the Company in accordance with SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 and Resolutions passed by the Company in the Annual General Meetings, was placed on the table.

The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2016 and its future outlook.

The Chairman 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 1, 2016 and ended at 5.00 p.m. on August 3, 2016. Sri K. C. Khowala, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting and poll process.

The Chairman briefed the Members about the procedure to be followed at the meeting in view of the provisions of the Companies Act, 2013 and accordingly, with a view to enable the members present who did not participate in the remote e-voting earlier, he ordered for a poll on all the 4 resolutions to be considered at the Meeting.

Thereafter, he stated that Sri K. C. Khowala who had been appointed as Scrutinizer for remote e-voting, would also act as the Scrutinizer for the poll process and requested him for an orderly conduct of the voting. The Chairman announced that the combined results of e-voting and the poll will be



declared by Sri C Bhaskar, Managing Director & Chief Executive Officer in due course as also be put up on the Company's website.

With the consent of the Members present, the Notice convening the meeting alongwith the Explanatory Statement was taken as read.

The Chairman thereafter informed the Members present that since the Auditors' Report had no adverse remarks, the same was not required to be read out.

The Directors' Report and audited financial statements of the Company for the year ended March 31, 2016 were then considered.

The Resolutions, as stated hereunder, were then moved:

1. AS AN ORDINARY RESOLUTION

Proposed by : Sri Sanjay Kumar Dalmiya

Seconded by : Sri P.K. Chhawchharia

"RESOLVED that the Directors' Report and audited financial statements for the financial year ended March 31, 2016 of the Company be and are hereby approved and adopted."

The Resolution having been proposed and seconded, the Chairman briefly explained the objective and implications of the Resolution and enquired if there were any queries relating to the Report and Accounts.

Sri Arup Modak and Sri Bishnu Dey and some other Shareholders raised some queries, which were replied to. All points were satisfactorily dealt with.

69 Members had cast their 6270954 votes in favour and none had voted against the Resolution. Accordingly, the Resolution was declared carried unanimously.

2. AS AN ORDINARY RESOLUTION

Proposed by : Sri Sayar Chand Jain

Seconded by : Sri Vinay Kumar Agarwal

"RESOLVED that Smt. Madhushree Birla, a Director of the Company, retiring by rotation, be and is hereby re-elected a Director of the Company."

The Resolution having been proposed and seconded, the Chairman briefly explained the objective and implications of the Resolution.

69 Members had cast their 6270954 votes in favour and none had voted against the Resolution. Accordingly, the Resolution was declared carried unanimously.

3. AS AN ORDINARY RESOLUTION

Proposed by : Sri Dilip Kumar Mohanta

Seconded by : Sri Pulak Kumar Bandopadhyay



“RESOLVED that appointment of M/s Deloitte, Haskins & Sells, Chartered Accountants (Registration No. 117365W), Ahmedabad be and is hereby ratified as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting, until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors in consultation with M/s Deloitte, Haskins & Sells.”

The Resolution having been proposed and seconded, the Chairman briefly explained the objective and implications of the Resolution.

69 Members had cast their 6270954 votes in favour and none had voted against the Resolution. Accordingly, the Resolution was declared carried unanimously.

4. AS AN ORDINARY RESOLUTION

Proposed by : Sri Sri Sayar Chand Jain

Seconded by : Sri P.K. Chhawchharia

“RESOLVED that pursuant to the 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), the remuneration payable for the year 2016-17 to M/s Sushil Kumar Mantri & Associates, Cost Accountants (Firm Registration No. 101049) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2016-17, amounting to Rs.1,00,000/- (Rupees One Lakh) as also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

The Resolution having been proposed and seconded, the Chairman briefly explained the objective and implications of the Resolution.

69 Members had cast their 6270954 votes in favour and none had voted against the Resolution. Accordingly, the Resolution was declared carried unanimously.

As all the items on the agenda had been duly considered, the Chairman instructed to explain the procedure for poll to the members and requested the Scrutinizer to conduct the poll. After the detailed procedure for poll had been explained, ballot papers were distributed to the members present who had not cast their votes electronically and the members after indicating their preferences thereon, put their ballot papers in the sealed ballot box.

Thereafter, the results were collated by the Scrutinizer and the reports handed over to the Managing Director & Chief Executive Officer who then declared the 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 proposed by Sri Sayar Chand Jain and seconded by Sri Sanjay Kumar Dalmiya .

Sd/:
CHAIRMAN

Date of Entry: August 05, 2016

Date : 05/08/2016

Place KOLKATA

CERTIFIED TRUE COPY

For XPRO INDIA LTD.

S.C. JAIN
Company Secretary