

Xpro India Limited

Birla Building (2nd Floor)
9/1 R.N. Mukherjee Road
Kolkata 700 001, India.
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xproindia

July 29, 2024

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

BSE Limited
Corporate Relationship Department
1st 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: Disclosure of Voting Results of the 27th Annual General Meeting (AGM) of the Company held on July 29, 2024.

As required under Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, please find enclosed herewith the details of voting results of the e-voting at the AGM and the remote e-voting (held between July 26, 2024 to July 28, 2024) opted by the shareholders on all the resolutions from Item No. 1 to 5 of the Notice dated May 28, 2024 together with Scrutinizers' Reports.

Thanking you,

Yours faithfully,
For **Xpro India Limited**

Kamal Kishor Sewoda
Company Secretary

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 (as amended) and Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended)]

To,
The Chairman,
XPRO INDIA LIMITED,
CIN – L25209WB1997PLC085972,
Barjora-Mejia Road,
P.O. Ghutgoria, Tehsil: Barjora,
Distt: Bankura 722 202, West Bengal.

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Annual General Meeting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 27th Annual General Meeting of the Members of Xpro India Limited held on Monday, July 29, 2024 at 10:30 a.m. (IST) through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").


I, CS Girish Bhatia, a Company Secretary in Practice (FCS No.: 3295, CP No.: 13792), having my office at Flat No. 5B, Shubham Apartment, 19-B, Alipore Road, Kolkata-700027, was duly appointed as the Scrutinizer by the Board of Directors of **Xpro India Limited** (the "Company") for the purpose of scrutinizing the e-voting process i.e. remote e-voting and voting through electronic means at the Annual General Meeting (AGM) in a fair and transparent manner and ascertaining the results thereof in respect of the Resolutions transacted at the AGM of the Company held on Monday, July 29, 2024 at 10:30 a. m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") under the provisions of Section 108 of the Companies Act, 2013 (as amended) (the "Act") and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and as amended by the Companies (Management and Administration) Amendment Rules, 2016 and in accordance with General Circulars dated April 8, 2020, April 13, 2020, May 5, 2022, December 28, 2022 and September 25, 2023, issued by the Ministry of Corporate Affairs (hereinafter, referred to as the "MCA Circular") and in accordance with the circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other applicable circulars issued in this regard by SEBI (hereinafter referred to as the "SEBI Circulars")

Compliances of the provisions of the Act, the Rules framed thereunder, the MCA Circulars, the SEBI LODR Regulations and the SEBI Circulars relating to holding the AGM through VC/OAVM and voting through electronic means at the AGM, by the Members of the Company on Item Nos. 1 to 5 contained in the Notice dated May 28, 2024 convening the AGM of the Company are responsibility of the Management of the Company. My responsibility as a Scrutinizer is to ensure that voting processes, both through remote e-voting and voting through electronic means at the AGM, are conducted in a fair and transparent manner and to make a Consolidated Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against", on the Resolutions transacted at the AGM based on the reports generated from the e-voting system by the Link Intime India Private Limited for remote e-voting as well as e-voting at the AGM.



I submit my report as under :

1. The Company has appointed M/s. Link Intime India Private Limited (Link Intime) as the agency to provide and facilitate e-voting services to the Members of the Company to cast their votes through a secured electronic voting system on the Resolutions transacted at the said AGM.
2. In terms of requirements of the MCA & SEBI Circulars, as stated above, the Notice of the AGM dated May 28, 2024 was sent through electronic means on June 28, 2024 to those Members whose emails were registered with the Company's RTA M/s. Link Intime India Private Limited/ Depositories as on June 21, 2024. Further, the Company had uploaded the Notice of the AGM on the website of the Company and also on the websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.
3. As required under Rule 20 of the Rules, the Company has clearly stated in the Notice convening the AGM dated May 28, 2024 that the Company has engaged the services of Link Intime to provide remote e-voting facility and e-voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of businesses to be transacted at the AGM and the Members who have cast their votes by remote e-voting may attend the AGM, but shall neither be allowed to change their votes subsequently nor cast votes again during the AGM.
4. The remote e-voting period commenced on **Friday , July 26, 2024 at 9:00 A.M. (IST) and remained open till 5:00 P. M. (IST) on Sunday, July 28, 2024**. At the end of the remote e-voting period on July 28, 2024 at 5:00 P.M. (IST), the voting portal of Link Intime was blocked forthwith.
5. **The Members of the Company holding shares as on "Cut-off Date" i.e. Monday, July 22, 2024** were entitled to vote, through remote e-voting system as well as voting at the AGM through electronic voting system on the proposed Resolutions as set out in the Notice dated May 28, 2024.
6. The requisite advertisement pursuant to Section 108 of the Act, read with Rule 20 of the Rules was published in the daily Newspaper viz. "The Financial Express" (English) and "Aajkal" (Bengali) on June 29, 2024.
7. Thereafter, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the AGM, I was provided access to the details such as the name, folio no., DP / Client ID and number of shares held by those Members who had opted for the remote e-voting except for the manner in which they have cast their votes.
8. At the AGM of the Company held on Monday, July 29 , 2024, the Chairman at the end of discussions on the Resolutions announced that the facility for e-voting is available to the Members attending the Meeting through VC / OAVM, who did not participate in the remote e-voting, to record their votes.
9. Immediately after conclusion of the AGM on July 29, 2024, e-voting during the Meeting were reckoned and thereafter the votes cast through e-voting at the AGM and through remote e-voting were unlocked after conclusion of the AGM at 11:35 A. M. on July 29, 2024 in the presence of 2 witnessess – Sri Mohit Sharma and Sri G. K. Daga who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Name: Sri Mohit Sharma



Name: Sri G. K. Daga



10. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and Link Intime (Registrar and Share Transfer Agent) with respect to the number of shares held on Monday, July 22, 2024, and authentication, wherever required, lodged for the purpose.
11. Based on details containing list of Members who have cast their votes on the remote e-voting platform and votes cast at the AGM, through the e-voting system, as downloaded from the e-voting website of Link Intime India Private Limited, the consolidated results on the Resolutions transacted at the AGM held on Monday, July 29, 2024 are given below :

Summary of total votes casted (aggregate of remote e-voting) is as follows:

Name of the Company	XPRO INDIA LIMITED
Meeting	Annual General Meeting
Day, Date & Time	Monday, July 29, 2024 at 10:30 A.M.
Deemed Venue	Registered Office situated at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura 722 202, West Bengal.
Mode	Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)
Total number of Shareholders on Record Date*	28,218
Number of Shareholders attended the meeting through Video Conferencing	66

*Record Date implies cut-off date i.e., Monday, July 22, 2024

Resolution No. 1 – Ordinary Resolution

To consider and adopt the Directors’ Report and the audited financial statements of the Company for the financial year ended March 31, 2024 and the Auditors report thereon.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	94	11902549	3	507	97	11903056	99.995
Dissent	3	541	0	0	3	541	0.005
Total	97	11903090	3	507	100	11903597	100



Resolution No. 2 – Ordinary Resolution

To declare a dividend of Rs. 2.00 per ordinary share of the face value of Rs.10 each, of the Company for the financial year ended March 31, 2024.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	94	11902549	3	507	97	11903056	99.995
Dissent	3	541	0	0	3	541	0.005
Total	97	11903090	3	507	100	11903597	100

Resolution No. 3 – Ordinary Resolution

To appoint a Director in place of Smt. Madhushree Birla (DIN: 00004224) who retires by rotation and being eligible, offers herself for reappointment.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	93	11902399	3	507	96	11902906	99.994
Dissent	4	691	0	0	4	691	0.006
Total	97	11903090	3	507	100	11903597	100

Resolution No. 4 – Ordinary Resolution

To ratify Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, Mumbai appointed by the Board for the Financial Year 2024-25.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	93	11902399	3	507	96	11902906	99.994
Dissent	4	691	0	0	4	691	0.006
Total	97	11903090	3	507	100	11903597	100



Resolution No. 5 – Special Resolution

To authorize keeping Register of Members, Register of Debenture Holders maintained under section 88 of the Companies Act, 2013 and copies of Annual Return under section 92 of the Companies Act, 2013 at the office of RTA Link Intime India Private Limited, Mumbai.

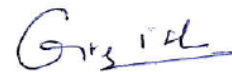
Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	94	11902549	3	507	97	11903056	99.995
Dissent	3	541	0	0	3	541	0.005
Total	97	11903090	3	507	100	11903597	100

Based on the aforesaid results, the Resolution No(s). 1 to 5 as contained in the Notice dated May 28, 2024 have been passed with the requisite majority.

All the relevant records relating to the remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking You,

Girish Bhatia
Company Secretary in Practice



CS Girish Bhatia
FCS No.: 3295 CP No.: 13792
Peer Review: 2011/2022
UDIN: F003295F000844234

Place: Kolkata
Date: July 29, 2024


GIRISH BHATIA
COMPANY SECRETARIES
Flat No. 5B, Shubham Apartment
19-B, Alipore Road
Kolkata-700 027
C.P No.- 13792

For Xpro India Limited


Kamal Kishor Sewoda
Company Secretary

XPRO INDIA LIMITED

Results of Voting at the 27th AGM held on July 29, 2024

Date of AGM	July 29, 2024
Total Number of shareholders on record date (i.e. July 22, 2024)	28218
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	8 58



Agenda - wise disclosure

Resolution No. 1			Adoption of the Directors' Report and the audited financial statements of the Company for the financial year ended March 31, 2024, and the Auditors report thereon.					
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
Public - Institutions	Remote e-voting	3953465	548105	13.86%	548105	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	3953465	548105	13.86%	548105	0	100.00%	0.00%
Public - Non Institutions	Remote e-voting	8725250	2002919	22.96%	2002378	541	99.97%	0.03%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	8725250	2002919	22.96%	2002378	541	99.97%	0.03%
Total		22034641	11903597	54.02%	11903056	541	100.00%	0.00%



Resolution No. 2			Payment of dividend of Rs. 2.00 per ordinary share of the face value of Rs.10 each, of the Company for the financial year ended March 31, 2024.					
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
Public - Institutions	Remote e-voting	3953465	548105	13.86%	548105	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	3953465	548105	13.86%	548105	0	100.00%	0.00%
Public - Non Institutions	Remote e-voting	8725250	2002919	22.96%	2002378	541	99.97%	0.03%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	8725250	2002919	22.96%	2002378	541	99.97%	0.03%
Total		22034641	11903597	54.02%	11903056	541	100.00%	0.00%



Resolution No. 3			Re-appointment of Smt. Madhushree Birla (DIN: 00004224) as a Director.					
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
Public - Institutions	Remote e-voting	3953465	548105	13.86%	548105	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	3953465	548105	13.86%	548105	0	100.00%	0.00%
Public - Non Institutions	Remote e-voting	8725250	2002919	22.96%	2002228	691	99.97%	0.03%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	8725250	2002919	22.96%	2002228	691	99.97%	0.03%
Total		22034641	11903597	54.02%	11902906	691	99.99%	0.01%



Resolution No. 4			Ratification of Remuneration of Rs.1,20,000/- payable to M/s Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board for the Financial Year 2024-25					
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
Public - Institutions	Remote e-voting	3953465	548105	13.86%	548105	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	3953465	548105	13.86%	548105	0	100.00%	0.00%
Public - Non Institutions	Remote e-voting	8725250	2002919	22.96%	2002228	691	99.97%	0.03%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	8725250	2002919	22.96%	2002228	691	99.97%	0.03%
Total		22034641	11903597	54.02%	11902906	691	99.99%	0.01%



Resolution No. 5			Keeping Register of Members, Register of Debenture Holders maintained under section 88 of the Companies Act, 2013 and copies of Annual Return under section 92 of the Companies Act, 2013 at the office of RTA Link Intime India Private Limited, Mumbai					
Resolution Required : (Ordinary/Special)			Special					
Whether Promoter/Promoter group are interested in the			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter	Remote e-voting	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
Public - Institutions	Remote e-voting	3953465	548105	13.86%	548105	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	3953465	548105	13.86%	548105	0	100.00%	0.00%
Public - Non Institutions	Remote e-voting	8725250	2002919	22.96%	2002378	541	99.97%	0.03%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	Total	8725250	2002919	22.96%	2002378	541	99.97%	0.03%
Total		22034641	11903597	54.02%	11903056	541	100.00%	0.00%

