

XPRO INDIA LIMITED



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

Tel : +91-33-30573700/30410900
e-mail : xprocal@xproindia.com

March 18, 2019

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,


Sub : Notice of the Extra Ordinary General Meeting

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith a copy of the Notice dated March 8, 2019 convening an Extra Ordinary General Meeting of the Company on April 16, 2019.

Kindly note that the voting rights of members shall be reckoned in proportion to their share(s) in the total paid up equity share capital of the company **as on April 9, 2019 (Cut-off Date)** in connection with voting at the Extra Ordinary General Meeting of the Company and the period for remote e-voting will start at 9 a.m. on Saturday, April 13, 2019 and end at 5 p.m. on Monday, April 15, 2019 when remote e-voting will be blocked by CDSL.

Thanking you,

Yours faithfully,
For XPRO INDIA LIMITED


S. C. JAIN
Company Secretary

Encl.: a/a

XPRO INDIA LIMITED

NOTICE

TO THE SHAREHOLDERS

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Xpro India Limited will be held on Tuesday, April 16, 2019 at 10.30 a.m. at the Registered Office of the Company at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal 722 202 to transact the following urgent business:

To consider and if thought fit, to give assent or dissent to following Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such consents, sanctions, permissions and approvals if any, as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include a Committee thereof) to sell/transfer and/or otherwise dispose of the whole or substantially the whole of the Company's Biax Unit – I located at Barjora, Distt. Bankura, West Bengal, manufacturing packaging grade BOPP films, together with the infrastructure facilities, auxiliaries and utilities attached thereto, in whole or in parts, on a going concern basis or otherwise, to such party or parties (other than Related Parties) as the Board deems appropriate and on such terms and conditions including consideration amount and with effect from such date and in such manner as may be decided by the Board and with power to the Board to finalize the terms and conditions as well as the means, methods or modes in respect thereof and to finalize and execute all required documents including agreements, memoranda, deeds of assignment/conveyance and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company."

New Delhi
March 8, 2019

By Order of the Board

Registered Office:
Barjora-Mejia Road, P.O. Ghutgoria,
Tehsil: Barjora, Distt.: Bankura
West Bengal 722 202
CIN: L25209WB1997PLC085972

S.C. JAIN
Company Secretary
e-mail: cosec@xproindia.com
Tel.: +91-33-30573700
website: www.xproindia.com

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Proxy Form duly completed must reach the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
3. Electronic copy of Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies are being sent in the permitted mode.
4. Members may also note that the Notice of the Extra Ordinary General Meeting and the Proxy Form will also be available on the Company's website, www.xproindia.com, for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal

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business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

5. Voting through electronic means

I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is pleased to provide members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by remote e-voting. The business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

- a) Log on to the e-voting website: www.evotingindia.com during the voting period.
- b) Click on "Shareholders" tab.
- c) Now Enter your User ID:
 - (i) a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (ii) Next enter the Image Verification as displayed and Click on Login.
- d) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- e) If you are a first time user, please follow the steps given below. Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat / Physical Form

PAN*	Enter your 10 digit alpha-numeric PAN* issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to enter, in the PAN field, the first two letters of their name and the 8 digits of the Sequence Number, printed on the address label. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For Example, If your name is <i>Ramesh Kumar</i> with sequence number 1 then enter <i>RA00000001</i> in the PAN field.
DOB	Enter the Date of Birth in dd/mm/yyyy format as recorded in your demat account or in the company records for the said demat account or folio.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or company, please re-enter the User ID as mentioned in c(i) above in the Dividend Bank Details field.

- f) After entering these details appropriately, click on "SUBMIT" tab.
- g) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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- h) For Members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
- i) Click on the EVSN against the Company's name for which you choose to vote i.e. XPRO INDIA LIMITED.
- j) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- k) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- l) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "cancel" and accordingly modify your vote.
- m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n) You can also take a print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- o) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- p) Note for Non-Individual Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
You can also contact the helpdesk on the toll free number: 1800-200-5533.
- III. **The e-voting period commences on April 13, 2019 (9 a.m.) and ends on April 15, 2019 (5 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of April 9, 2019, may cast their vote electronically.** The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means. The facility for voting through ballot/polling paper shall also be made available at the venue of the EGM and the members attending the same will be able to exercise their voting rights accordingly, provided they have not already voted through remote e-voting. Such members who have already voted through remote e-voting may attend the EGM but shall not be entitled to vote again thereat.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of April 9, 2019.
- V. Sri K. C. Khowala, Practising Company Secretary (Membership No. ACS 4695 & CP No.2421) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



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- VI. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company, or a person duly authorised, who shall countersign the same and thereafter, the Chairman or the person so authorised, shall declare the results of the voting forthwith. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL and communicated to the NSE immediately.

6. EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 / SEBI Regulations)

The Company continues to explore options for reorganisation and realigning its existing businesses. As a further part of these endeavours, the Board of Directors of the Company ("the Board"), has decided to obtain your approval to sell/transfer and/or otherwise dispose of the whole or substantially the whole of the Company's Biax Unit – I located at Barjora, Distt. Bankura, West Bengal, manufacturing packaging grade BOPP films, together with the infrastructure facilities, auxiliaries and utilities attached thereto, in whole or in parts on a going concern basis or otherwise, to such party or parties (other than Related Parties) as the Board deems appropriate and on such terms and conditions including consideration amount and with effect from such date and in such manner as may be decided by the Board and with power to the Board to finalize the terms and conditions as well as the means, methods or modes in respect thereof and to finalize and execute all required documents including agreements, memoranda, deeds of assignment/conveyance and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company.

Section 180(1)(a) of the Companies Act, 2013 requires prior approval from the general body through Special Resolution to sell, lease or otherwise dispose of the whole or substantially the whole of any of the company's undertakings.

In view of the above, the Board recommends for approval of Special Resolution of the attached Notice.

No Director, Key Managerial Personnel and relatives of Directors or Key Managerial Personnel of the Company are financially or otherwise concerned or interested in this Resolution except to the extent of their shareholding as Members, if any.

New Delhi
March 8, 2019

Registered Office:
Barjora-Mejia Road, P.O. Ghutgoria,
Tehsil: Barjora, Distt.: Bankura
West Bengal 722 202
CIN: L25209WB1997PLC085972

By Order of the Board

S.C. JAIN
Company Secretary
e-mail: cosec@xproindia.com
Tel.: +91-33-30573700
website: www.xproindia.com



XPRO INDIA LIMITED

Registered Office: Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal 722 202, India
CIN: L25209WB1997PLC085972

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):			
Registered address:			
E-mail Id:			
Folio No./Client Id:		DP ID:	

I/We, being the member(s) of shares of the above named company, hereby appoint:

1. Name:		E-mail Id:	
Address:			
Signature:			or failing him/her

2. Name:		E-mail Id:	
Address:			
Signature:			or failing him/her

3. Name:		E-mail Id:	
Address:			
Signature:			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday, April 16, 2019 at 10.30 a.m. at the Registered Office of the Company at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal 722 202, India and at any adjournment thereof.

Signed this Day of 2019.

Signature of proxy holder(s)

Signature of shareholder

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Cut Here

XPRO INDIA LIMITED

Registered Office: Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal 722 202, India
CIN: L25209WB1997PLC085972

ATTENDANCE SLIP

[To be presented at the entrance]

EXTRA ORDINARY GENERAL MEETING OF THE COMPANY ON TUESDAY, APRIL 16, 2019

Folio No./DP ID No. & Client ID No.

Name of the Member Signature

Name of the Proxy holder Signature

