

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L25209WB1997PLC085972

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACX0120H

(ii) (a) Name of the company

XPRO INDIA LIMITED

(b) Registered office address

BARJORA - MEJIA ROAD, P.O - GHUTGORIA, TEHSIL : BARJORA, D
IST. - BANKURA NA
NA
West Bengal
722202

(c) *e-mail ID of the company

CO*****IA.COM

(d) *Telephone number with STD code

03*****74

(e) Website

www.xproindia.com

(iii) Date of Incorporation

26/11/1997

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	NATIONAL STOCK EXCHANGE	1,024

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	XPRO GLOBAL LIMITED	U36900WB2001PLC093098	Subsidiary	100
2	TP MERCURY LIMITED	U35109MH2023PLC408436	Associate	26

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	35,000,000	22,034,641	22,034,641	22,034,641
Total amount of equity shares (in Rupees)	350,000,000	220,346,410	220,346,410	220,346,410

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	35,000,000	22,034,641	22,034,641	22,034,641
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	350,000,000	220,346,410	220,346,410	220,346,410

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						

At the beginning of the year	240,130	17,972,114	18212244	182,122,440	182,122,440	
Increase during the year	0	3,822,397	3822397	38,223,970	38,223,970	2,719,655,12
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	820,000	820000	8,200,000	8,200,000	0
iv. Private Placement/ Preferential allotment	0	3,002,397	3002397	30,023,970	30,023,970	2,719,655,12
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
NA						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
At the end of the year	240,130	21,794,511	22034641	220,346,410	220,346,410	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE445C01015

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Convertible Warrants	1,435,750	975	1,399,856,250	341.25	489,949,687.5
Total	1,435,750		1,399,856,250		489,949,687.5

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

4,654,110,976

(ii) Net worth of the Company

5,605,098,724

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	306,352	1.39	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	9,049,574	41.07	0	
10.	Others	0	0	0	
	Total	9,355,926	42.46	0	0

Total number of shareholders (promoters)

11

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,667,415	30.26	0	
	(ii) Non-resident Indian (NRI)	272,670	1.24	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	7,800	0.04	0	
3.	Insurance companies	0	0	0	
4.	Banks	4,956	0.02	0	
5.	Financial institutions	2,325	0.01	0	

6.	Foreign institutional investors	3,298,071	14.97	0	
7.	Mutual funds	173,915	0.79	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	907,274	4.12	0	
10.	Others Alternate Investment Fund:	1,344,289	6.1	0	
	Total	12,678,715	57.55	0	0

Total number of shareholders (other than promoters)

28,755

**Total number of shareholders (Promoters+Public/
Other than promoters)**

28,766

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ASHOKA INDIA EQUITY	KOTAK MAHINDRA BANK LIMITED			129,921	0.59
ASHOKA WHITEOAK EQUITY	HSBC SECURITIES SERVICES 11TH FLOOR			5,040	0.02
ASHOKA WHITEOAK EQUITY	HSBC SECURITIES SERVICES 11TH FLOOR			6,250	0.03
COPTHALL MAURITIUS	JP Morgan Chase Bank N.A, INDIA			215	0
DOVETAIL GLOBAL FUND	4TH FLOOR, 19 BANK STREET CYBER			9,331	0.04
INDIA ACORN FUND LIMITED	CITIBANK N.A. CUSTODY SERVICES			73,500	0.33
MASSACHUSETTS INVESTMENT	CITIBANK N.A. CUSTODY SERVICES			100	0
MORGAN STANLEY ASSET	CITIBANK N.A. CUSTODY SERVICES			1,957	0.01
NEUBERGER BERMAN	HSBC SECURITIES SERVICES 11TH FLOOR			274,550	1.25
NEUBERGER BERMAN	HSBC SECURITIES SERVICES 11TH FLOOR			88,750	0.4
NEUBERGER BERMAN	HSBC SECURITIES SERVICES 11TH FLOOR			7,748	0.04
NEUBERGER BERMAN	CITIBANK N.A. CUSTODY SERVICES			85,957	0.39
NEUBERGER BERMAN	CITIBANK N.A. CUSTODY SERVICES			11,825	0.05
PASSAGE TO INDIA MANAGEMENT	C/O OCORIAN CORPORATE SERVICES			8,000	0.04
QUADRATURE CAPITAL	JP Morgan Chase Bank N.A, India			3,417	0.02

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
SOCIETE GENERALE - (SBI SG GLOBAL SECURITIES SERVICE)				131,510	0.6
MALABAR INDIA FUND	HSBC SECURITIES SERVICES 11TH FLOOR			2,460,000	11.16

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	11	11
Members (other than promoters)	30,470	28,755
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	1	1	0.69	0.68
B. Non-Promoter	1	7	1	9	0.32	0.44
(i) Non-Independent	1	1	1	1	0.32	0
(ii) Independent	0	6	0	8	0	0.44
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	8	2	10	1.01	1.12

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

14

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sidharth Kumar Birla	00004213	Whole-time director	152,812	
Madhushree Birla	00004224	Director	150,187	
Amitabha Guha	02836707	Director	0	30/07/2024
Ashok Kumar Jha	00170745	Director	0	30/07/2024
Utsav Parekh	00027642	Director	750	30/07/2024
Ragothaman Sethumad	00042395	Director	96,939	30/07/2024
Suhana Murshed	08572394	Director	0	
Chandrasekharan Bhas	00003343	Managing Director	70,266	
Bharat Jhaver	00379111	Director	0	
Balakrishnan Krishnam	00034031	Director	0	
Manoj Mohanka	00128593	Director	0	
Nandini Khaitan	06941351	Director	0	
Vinay Kumar Agarwal	AFIPA5918E	CFO	12,450	
Kamal Kishor sewoda	DASPS2444P	Company Secretar	10	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Manoj Mohanka	00128593	Additional director	01/09/2023	Appointment
Manoj Mohanka	00128593	Director	28/09/2023	Change in designation
Nandini Khaitan	06941351	Director	01/02/2024	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	10/08/2023	29,529	67	46.32
Extra-Ordinary General Meeting	16/01/2024	29,812	35	46.23
Postal Ballot	19/05/2023	30,472	131	57.81
Postal Ballot	28/09/2023	29,627	206	66.36

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/05/2023	10	10	100
2	09/07/2023	10	10	100
3	11/08/2023	10	10	100
4	06/11/2023	11	11	100
5	19/12/2023	11	11	100
6	29/01/2024	11	11	100
7	26/02/2024	12	12	100

C. COMMITTEE MEETINGS

Number of meetings held

20

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/05/2023	3	3	100
2	Audit Committee	11/08/2023	4	4	100
3	Audit Committee	06/11/2023	4	4	100
4	Audit Committee	29/01/2024	4	4	100
5	Audit Committee	26/02/2024	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Stakeholders F	22/05/2023	3	3	100
7	Stakeholders F	11/08/2023	3	3	100
8	Stakeholders F	06/11/2023	3	3	100
9	Remuneration	09/08/2023	4	4	100
10	Remuneration	15/12/2023	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/07/2024
								(Y/N/NA)
1	Sidharth Kumar	7	7	100	7	7	100	Yes
2	Madhushree E	7	7	100	3	3	100	Yes
3	Amitabha Guh	7	7	100	12	12	100	Yes
4	Ashok Kumar	7	7	100	5	5	100	Yes
5	Utsav Parekh	7	7	100	18	14	77.78	No
6	Ragothaman S	7	7	100	7	7	100	Yes
7	Suhana Mursh	7	7	100	4	4	100	Yes
8	Chandrasekha	7	7	100	13	13	100	Yes
9	Bharat Jhaver	7	7	100	0	0	0	Yes
10	Balakrishnan k	7	7	100	4	4	100	No
11	Manoj Mohan k	4	4	100	0	0	0	Yes
12	Nandini Khaite	1	1	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sidharth Kumar Birla	Chairman, Whole	14,100,000	0	0	0	14,100,000
2	Chandrasekharan B	Managing Director	17,640,875	0	0	0	17,640,875
	Total		31,740,875	0	0	0	31,740,875

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vinay Kumar Agarwal	Chief Financial Officer	10,746,140	0	0	0	10,746,140
2	Kamal Kishor Sewani	Company Secretary	2,396,237	0	0	0	2,396,237
	Total		13,142,377	0	0	0	13,142,377

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Madhusree Birla	Director	0	0	0	750,000	750,000
2	Amitabha Guha	Director	0	0	0	1,325,000	1,325,000
3	Ashok Kumar Jha	Director	0	0	0	1,050,000	1,050,000
4	Utsav Parekh	Director	0	0	0	1,145,000	1,145,000
5	Ragothaman Sethuraman	Director	0	0	0	1,230,000	1,230,000
6	Suhana Murshed	Director	0	0	0	930,000	930,000
7	Bharat Jhaver	Director	0	0	0	700,000	700,000
8	Balakrishnan Krishnan	Director	0	0	0	990,000	990,000
9	Manoj Mohanka	Director	0	0	0	500,000	500,000
10	Nandini Khaitan	Director	0	0	0	200,000	200,000
	Total		0	0	0	8,820,000	8,820,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Girish Bhatia

Whether associate or fellow

Associate Fellow

Certificate of practice number

13792

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

CHANDRAS
EKHARAN
BHASKAR

DIN of the director

0*0*3*4*

To be digitally signed by

KAMAL
KISHOR
SEWODA

Digitally signed by
KAMAL KISHOR
SEWODA
Date: 2024.09.13
17:36:11 +05'30'

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

List of attachments

Attach
Attach
Attach
Attach

XIL MGT 8 _31032024.pdf
List of Committee meeting _31032024.pdf
Shareholders _31032024.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company