

XPRO INDIA LIMITED



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April 16, 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,

As required under Regulation 30 of SEBI (LODR) Regulation, 2015, please find enclosed herewith a copy of the Minutes of the Extra Ordinary General Meeting held on April 16, 2019.

Thanking you,

Yours faithfully,
For XPRO INDIA LTD


S. C. JAIN
Company Secretary

Encl : a/a

Minutes of the Extra Ordinary General Meeting of the Members of Xpro India Limited held on Tuesday, April 16, 2019 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 10.50 a.m.

Present

Director (also member)

Sri C. Bhaskar, Managing Director & Chief Executive Officer

Scrutinizer (PCS)

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 Sanjay Kumar Dalmiya - for self and Proxy for 20 Members

Sri Pulak Kumar Bandopadhyay

Sri Uttam Kumar Mukhopadhyay

Sri Amit Ghosh

Sri Arup Beria

Sri Bishnu Dey

Sri Debidas Mukherjee

Sri Jayanta Ranjan Dey

Sri Kallol Ghosh

Sri Raj Narayan Pandey

Sri Rajib Sen

Syed Aktar Ali

Sri Dipankar Dey

Sri Subhendu Goswami

Sri Partha Sarathi Chakraborty

Sri Probal Kanti Bandhapadhyay

Sri Samir Dutta

Sri Dilip Kumar Mohanta

Sri Arup Modak

Sri Kanchan Chakraborty

Sri Dhruva Prasad Sarkar

Sri Dharmadas Karmakar



Sri Ram Janak Gupta
Sri Sudip Samanta
Sri Ankit Anand
Sri Ritesh Chakraborty
Sri Narayan Chandra Mandal
Sri Himansu Sekhar Sahoo
Sri Anek Nag
Sri Rajesh Kumar Shaw - for self and Proxy for 3 Members

Sri C Bhaskar, Managing Director & Chief Executive Officer, was elected as the Chairman of the meeting pursuant to Article 128 of the Articles of Association of the Company.

The Chairman welcomed the Members to the Company's Extra Ordinary General Meeting and the requisite quorum of the Members being present called the meeting to order. He also declared that the Company had received 26 Proxies for 62,35,676 Equity Shares.

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 Extra Ordinary General Meeting. The remote e-voting commenced at 9.00 a.m. on April 13, 2019 and ended at 5.00 p.m. on April 15, 2019. 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 the resolution 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 Resolution, as stated hereunder, were then moved:

AS A SPECIAL RESOLUTION

Proposed by : Sri Rajib Sen

Seconded by : Sri Dipankar Dey

"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.”

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

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

71 Members had cast their 63,93,154 votes in favour and no member voted against the Resolution. Accordingly, the Resolution was declared carried unanimously.

As the item 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 the resolution (For convenience and easy reference, the results of voting on resolution have been recorded herein alongwith the resolution)..

There being no other business to transact the Meeting was then terminated with a vote of thanks to the Chair proposed by Sri S. C. Jain and seconded by Sri H. Bakshi.

Sd/-
CHAIRMAN

Date of Entry: April 16, 2019

Date : 16/04/2019

Place : BARJORA

CERTIFIED TRUE COPY

For XPRO INDIA LTD.

S.C. JAIN
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Company Secretary