

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

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,

Sub : Disclosure of Voting Results of the Extra Ordinary General Meeting (EGM) of the Company held on April 16, 2019

As required under Regulation 44(3) of SEBI (LODR) Regulation, 2015, please find enclosed herewith the details of voting results of the poll ordered at the EGM and the remote e-voting (held between April 13, 2019 to April 15, 2019) opted by the shareholders on the resolution set out in the Notice of the EGM alongwith Scrutinizers' Reports.

Thanking you,

Yours faithfully,
For XPRO INDIA LTD


S. C. JAIN
Company Secretary

Enc: a/a

CC: M/s Central Depository Services (India) Ltd.
25th Floor, Marathon Futurex,
N M Joshi Marg, Lower Parel (East),
Mumbai - 400013

XPRO INDIA LIMITED

Results of Voting at the Extra Ordinary General Meeting (EGM) held on April 16, 2019

Date of EGM	April 16, 2019
Total Number of shareholders on record date	25027
No. of Shareholders present in the meeting either in person or through proxy:	58
Promoters and Promoter Group:	10
Public:	48
No. of Shareholders attended the meeting through Video Conferencing:	None
Promoters and Promoter Group:	None
Public:	None

Agenda - wise disclosure

Resolution No. 1			To authorize the Board of Directors of the Company u/s 180(1)(a) of the Companies Act, 2013 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.					
Resolution Required : (Ordinary/Special)			Special					
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	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
	Total	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
Public - Institutions	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Total	0	0	0.00%	0	0	0.00%	0.00%
Public - Non Institutions	Evoting	125544	125544	100.00%	125544	0	100.00%	0.00%
	Poll	358324	358324	100.00%	358324	0	100.00%	0.00%
	Total	483868	483868	100.00%	483868	0	100.00%	0.00%
Total		6393154	6393154	100.00%	6393154	0	100.00%	0.00%



Khawala



K. C. KHOWALA

(Practicing Company Secretary)

FORM NO. MGT – 13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

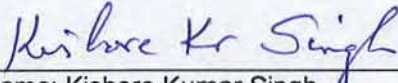
The Chairman

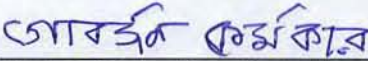
Extra Ordinary General Meeting of the Equity Shareholders of Xpro India Limited held on Tuesday, April 16, 2019 at 10.30 a.m. at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal 722 202

Dear Sir,

I, K. C. Khowala, Company Secretary (Membership No. ACS 4695 & CP No.2421) having my office at 27, Weston Street, Room No. 205, Kolkata – 700 012, have been appointed as a Scrutinizer of Xpro India Limited ("the Company") for the purpose of the poll taken on the below mentioned resolutions(s), at the Extra Ordinary General Meeting (EGM) of the Equity Shareholders of Xpro India Limited, 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, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company, in the presence of two witnesses, Mr. Kishore Kumar Singh and Mr. Gobardhan Karmakar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:


Name: Kishore Kumar Singh


Name: Gobardhan Karmakar

3. I did not find any poll papers invalid.
4. The results of the polls are as under:

Special Resolution - To authorize the Board of Directors of the Company u/s 180(1)(a) of the Companies Act, 2013 to sell/transfer and/or otherwise dispose of the whole or substantially the



K.C.KHOWALA

(Practicing Company Secretary)

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.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	62,67,610	100%

(ii) Vote against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
None	None	None


(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,



K. C. Khowala
Practicing Company Secretary
Membership No. ACS 4695



Place : Barjora

Dated : April 16, 2019

XPRO INDIA LIMITED
Registered Office : Barjora-Mejla Road, P.O. Ghutgoria, Tehsil: Barjora, Dist. Bankura
West Bengal - 722 202, India

LIST OF SHAREHOLDERS WHO VOTED (ON POLL TAKEN AT THE EGM VENUE) "FOR", "AGAINST" AND WHOSE VOTES WERE
DECLARED INVALID FOR RESOLUTION AT THE EXTRA ORDINARY GENERAL MEETING HELD ON 16TH APRIL, 2019 AT 10.30 A.M.
AT REGISTERED OFFICE OF XPRO INDIA LIMITED

"Y" means "FOR"; "N" means "AGAINST" and "X" means "INVALID"

Sl. No.	Shareholder's Name	Name of Proxy	Ledger Folio No./ DP ID & Client ID	No. of Shares held	Resolution / Item No.
					1
1	iPro Capital Limited	Sri H. Bakshi	IN301055-10737280	2940000	Y
2	Intellipro Finance Pvt. Ltd.	Sri S. C. Jain	IN301055-10818947	2305000	Y
3	Birla Holdings Limited	Sri Sanjay Kumar Dalmiya	IN301151-22195871	166650	Y
4	Birla Eastern Ltd.	Sri Sanjay Kumar Dalmiya	IN301055-10858764	18400	Y
5	Central India General Agents Limited	Sri Sanjay Kumar Dalmiya	IN300222-10039845	275000	Y
6	Sri Sidharth Kumar Birla	Sri Sanjay Kumar Dalmiya	IN300476-40114764	201875	Y
7	Smt. Madhushree Birla	Sri Sanjay Kumar Dalmiya	IN300476-40134680	125	Y
8	Sri Sudarshan Kumar Birla	Sri Sanjay Kumar Dalmiya	IN300183-11741550	553	Y
9	Sri Sudarshan Kumar Birla (HUF)	Sri Sanjay Kumar Dalmiya	IN301549-35204917	156	Y
10	Smt. Sumangala Birla	Sri Sanjay Kumar Dalmiya	IN300476-40152702	1527	Y
Promoters & Promoter Group (A)				5909286	
1	Sri C. Bhaskar		IN300183-12276925 IN301151-27951470 IN300183-10030715	1 22580 30000	Evoted and Physically Present, but not participated in Poll
1	Sri Sayar Chand Jain		IN301055-10856172	5	Y
2	Sri Himangshu Bakshi		IN303028-50298489 IN303028-51012132	22050 1	Y Y
3	Sri Vinay Kumar Agarwal		IN301549-17193256	10100	Y
4	Sri Sanjay Kumar Dalmiya		74857	1	Y
5	Sri Pulak Kumar Bandopadhyay		IN302902-42212358	100	Y
6	Sri Uttam Kumar Mukhopadhyay		IN300773-10363467	19	Y
7	Sri Amit Ghosh		75276	1	Y
8	Sri Arup Beria		75277	1	Y
9	Sri Bishnu Dey		75278	1	Y
10	Sri Debidas Mukherjee		75279	1	Y
11	Sri Jayanta Ranjan Dey		75281	1	Y
12	Sri Kallol Ghosh		75282	1	Y
13	Sri Raj Narayan Pandey		75285	1	Y
14	Sri Rajib Sen		75286	1	Y
15	Syed Aktar Ali		75288	1	Y
16	Sri Dipankar Dey		75415	1	Y
17	Sri Subhendu Goswami		75529	1	Y
18	Sri Partha Sarathi Chakraborty		75695	5	Y
19	Sri Probal Kanti Bandhpadhyay		75696	5	Y
20	Sri Samir Dutta		75697	5	Y



Sl. No.	Shareholder's Name	Name of Proxy	Ledger Folio No./ DP ID & Client ID	No. of Shares held	Resolution / Item No. 1
21	Sri Dilip Kumar Mohanta		75698	5	Y
22	Sri Arup Modak		75700	5	Y
23	Sri Kanchan Chakrabarty		75701	1	Y
24	Sri Dhurba Prasad Sarkar		75702	1	Y
25	Sri Dharmadas Karmakar		75703	1	Y
26	Sri Ram Janak Gupta		75706	1	Y
27	Sri Sudip Samanta		75708	1	Y
28	Sri Ankit Anand		75709	1	Y
29	Sri Ritesh Chakraborty		75710	1	Y
30	Sri Narayan Chandra Mandal		75711	1	Y
31	Sri Himansu Sekhar Sahoo		75712	1	Y
32	Sri Anek Nag		75715	1	Y
33	Ms. Meenakshi Birla	Sri Sanjay Kumar Dalmiya	IN301549-30356103	175000	Y
34	Smt. Vasuri Jhaver	Sri Sanjay Kumar Dalmiya	IN301549-18744246	52448	Y
35	Sri Utsav Parekh	Sri Sanjay Kumar Dalmiya	1201600000036974 IN301629-10004424	36801 14000	Y Y
36	Nand Kishore Poddar HUF	Sri Sanjay Kumar Dalmiya	1301760000268625	500	Y
37	Sri Anil Kumar Jain	Sri Sanjay Kumar Dalmiya	IN301151-25207929	10000	Y
38	Sri Satish Mahabirprasad Agarwal	Sri Sanjay Kumar Dalmiya	1202300000013496	2000	Y
39	Smt. Abha Jain	Sri Sanjay Kumar Dalmiya	IN300476-40945757	105	Y
40	Sri Vijay Kumar Madan	Sri Sanjay Kumar Dalmiya	IN300476-41610463	3698	Y
41	Sri Natarajan Ravindran	Sri Sanjay Kumar Dalmiya	IN300597-10209169	22344	Y
42	Sri Umesh Kumar Saraf	Sri Sanjay Kumar Dalmiya	IN300861-10189591	5000	Y
43	Sri Sunil Mehta	Sri Sanjay Kumar Dalmiya	IN301549-30497086	4000	Y
44	Sri Gopalakrishna Akshayalingam Murthy	Sri Sanjay Kumar Dalmiya	70807	100	Y
45	Sri Shuvam Shah	Sri Rajesh Kumar Shaw	1204320000042695	1	Y
46	Sri Ganesh Lal Shah	Sri Rajesh Kumar Shaw	1204320000004545	1	Y
47	Sri Aswini Kumar Shah	Sri Rajesh Kumar Shaw	1204320000004910	1	Y
48	Sri Rajesh Kumar Shaw		1204320000037921 1204320000037220 120432000003961	1 1 1	Y Y Y
Public - Non Institutions (B)				358324	

Total Physical

6267610



FORM NO. MGT – 13

Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

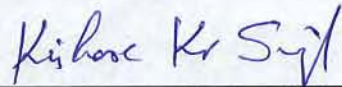
The Chairman

Extra Ordinary General Meeting of the Equity Shareholders of Xpro India Limited
held on Tuesday, April 16, 2019 at 10.30 a.m.
at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal 722 202

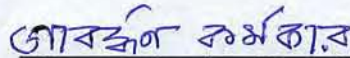
Dear Sir,

I, K. C. Khowala, Company Secretary (Membership No. ACS 4695 & CP No.2421) having my office at 27, Weston Street, Room No. 205, Kolkata – 700 012, have been appointed as a Scrutinizer of Xpro India Limited ("the Company") for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the results of e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions(s), at the Extra Ordinary General Meeting (EGM) of the Equity Shareholders of Xpro India Limited, 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 - 722202. I submit my report as under:

1. The remote e-voting period remained open from April 13, 2019 (9.00 a.m.) to April 15, 2019 (5.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e., April 9, 2019 were entitled to vote on the proposed resolution as set out in the Notice of the EGM of Xpro India Limited).
3. The votes were unblocked on April 16, 2019 by me in the presence of two witnesses, Mr. Kishore Kumar Singh and Mr. Gobardhan Karmakar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Name: Kishore Kumar Singh



Name: Gobardhan Karmakar

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>) – Annexure – A

K.C.KHOWALA

(Practicing Company Secretary)

5. The results of the e-voting are as under:

Special Resolution - To authorize the Board of Directors of the Company u/s 180(1)(a) of the Companies Act, 2013 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.

(i) Voted **in favour** of the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
13	1,25,544	100%

(ii) Vote **against** the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
None	None	None

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

6. The Register and all other papers relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



K. C. Khowala
Practicing Company Secretary
Membership No. ACS 4695



Place : Barjora

Dated : April 16, 2019

Report Generation Date and Time : 16-04-2019:11:33:54

EVSN	ISIN
190319005	INE445C01015

Voting Start Date and Time : 13-04-2019 09:00
Voting End Date and Time : 15-04-2019 17:00
Meeting Date and Start Time :16-04-2019 10:30
Voting Finalisation Date and Time: 16-04-2019 11:33

Res. No.	Yes Count	No Count	No (%)	TotalCount	Total
1	13	0	0 (0%)	13	125544.000

File Generated Date and Time : 16-04-2019:11:33:54

Memberid	Member Name	No. of Shares	Resolution Number	No. of Votes for Yes	No. of Votes for No	No. of Votes for Abstain	Date of Voting
IN30011810037013	BAYANT KAUR SAHNI	100.000	1	100.000	0.000	0.000	2019-04-15 14:50:12.0
IN30011810449827	PRAVEEN KUMAR	1.000	1	1.000	0.000	0.000	2019-04-14 12:15:52.0
IN30018310030715	C BHASKAR	30000.000	1	30000.000	0.000	0.000	2019-04-13 17:55:19.0
IN30018310112876	USHA RAGOTHAMAN	3688.000	1	3688.000	0.000	0.000	2019-04-15 11:14:10.0
IN30018310112884	S RAGOTHAMAN	68493.000	1	68493.000	0.000	0.000	2019-04-15 11:13:25.0
IN30018312276925	C BHASKAR	1.000	1	1.000	0.000	0.000	2019-04-13 17:56:44.0
IN30021413860671	UMRAO CHAND JAIN	391.000	1	391.000	0.000	0.000	2019-04-15 11:15:01.0
IN30108022823483	RAJESWARI PADMANABAN	117.000	1	117.000	0.000	0.000	2019-04-15 12:10:06.0
IN30115127951470	C BHASKAR	22580.000	1	22580.000	0.000	0.000	2019-04-13 17:59:37.0
IN30127630530050	USHA SUREKA	114.000	1	114.000	0.000	0.000	2019-04-15 11:10:51.0
IN30127630537550	GOPAL KRISHNA SUREKA	36.000	1	36.000	0.000	0.000	2019-04-15 11:12:12.0
IN30260310017546	SHOBHA SURESH SHENOY	5.000	1	5.000	0.000	0.000	2019-04-13 15:10:41.0
IN30267931480960	S RADHAKRISHNAN	18.000	1	18.000	0.000	0.000	2019-04-13 18:53:05.0

