

# XPRO INDIA LIMITED



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

Tel. : +91-33-40823700/22200600  
e-mail : xprocal@xproindia.com

September 29, 2020

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  
1<sup>st</sup> 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 23<sup>rd</sup> Annual General Meeting (AGM) of the Company held on September 29, 2020.**

As required under Regulation 44(3) of SEBI (LODR) 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 September 26, 2020 to September 28, 2020) opted by the shareholders on all the resolutions from Item No. 1 to 4 of the Notice of the 23<sup>rd</sup> AGM alongwith Scrutinizers' Reports.

Thanking you,

Yours faithfully,  
For Xpro India Limited

Amit Dhanuka  
Company Secretary

Enc: a/a

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

XPRO INDIA LIMITED

Results of Voting at the 23rd AGM held on September 29, 2020

Date of AGM	September 29, 2020
Total Number of shareholders on record date	23219
No. of Shareholders present in the meeting either in person or through proxy:	None
Promoters and Promoter Group:	None
Public:	None
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	11
Public:	55

Agenda - wise disclosure

Resolution No. 1			Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2020.					
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	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
	E-voting at the AGM	0	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5909286</b>	<b>5909286</b>	<b>100.00%</b>	<b>5909286</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	0	0	0.00%	0	0	0.00%	0.00%
	E-voting at the AGM	0	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public - Non Institutions	Remote e-voting	940034	940034	100.00%	483145	456889	51.40%	48.60%
	E-voting at the AGM	0	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>940034</b>	<b>940034</b>	<b>100.00%</b>	<b>483145</b>	<b>456889</b>	<b>51.40%</b>	<b>48.60%</b>
<b>Total</b>		<b>6849320</b>	<b>6849320</b>	<b>100.00%</b>	<b>6392431</b>	<b>456889</b>	<b>93.33%</b>	<b>6.67%</b>





Resolution No. 2			Re-appointment of Smt. Madhushree Birla as 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	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
	E-voting at the AGM	0	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5909286</b>	<b>5909286</b>	<b>100.00%</b>	<b>5909286</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	0	0	0.00%	0	0	0.00%	0.00%
	E-voting at the AGM	0	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public - Non Institutions	Remote e-voting	940034	940034	100.00%	483145	456889	51.40%	48.60%
	E-voting at the AGM	0	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>940034</b>	<b>940034</b>	<b>100.00%</b>	<b>483145</b>	<b>456889</b>	<b>51.40%</b>	<b>48.60%</b>
<b>Total</b>		<b>6849320</b>	<b>6849320</b>	<b>100.00%</b>	<b>6392431</b>	<b>456889</b>	<b>93.33%</b>	<b>6.67%</b>

Resolution No. 3			Re -appointment of Sri Sidharth Birla (DIN: 00004213), as a Whole-time Director of the Company designated as Chairman effective March 1, 2020 for a period of three years and the remuneration payable to him.					
Resolution Required : (Ordinary/Special)			Special					
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	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
	E-voting at the AGM	0	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5909286</b>	<b>5909286</b>	<b>100.00%</b>	<b>5909286</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	0	0	0.00%	0	0	0.00%	0.00%
	E-voting at the AGM	0	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public - Non Institutions	Remote e-voting	940034	940034	100.00%	483145	456889	51.40%	48.60%
	E-voting at the AGM	0	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>940034</b>	<b>940034</b>	<b>100.00%</b>	<b>483145</b>	<b>456889</b>	<b>51.40%</b>	<b>48.60%</b>
<b>Total</b>		<b>6849320</b>	<b>6849320</b>	<b>100.00%</b>	<b>6392431</b>	<b>456889</b>	<b>93.33%</b>	<b>6.67%</b>





Resolution No. 4			Ratification of Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board for the Financial Year 2020-21.					
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	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
	E-voting at the AGM	0	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5909286</b>	<b>5909286</b>	<b>100.00%</b>	<b>5909286</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	0	0	0.00%	0	0	0.00%	0.00%
	E-voting at the AGM	0	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public - Non Institutions	Remote e-voting	940044	940044	100.00%	483155	456889	51.40%	48.60%
	E-voting at the AGM	0	0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>940044</b>	<b>940044</b>	<b>100.00%</b>	<b>483155</b>	<b>456889</b>	<b>51.40%</b>	<b>48.60%</b>
<b>Total</b>		<b>6849330</b>	<b>6849330</b>	<b>100.00%</b>	<b>6392441</b>	<b>456889</b>	<b>93.33%</b>	<b>6.67%</b>



*Khawala*



**K.C.KHOWALA**

(Practicing Company Secretary)

FORM NO. MGT – 13

**Consolidated Scrutinizer's Report  
(Voting through remote e-voting and e-voting during the Annual General Meeting)**

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

To,

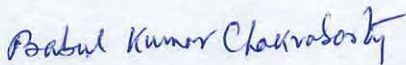
**The Chairman**

23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Xpro India Limited held on Tuesday, September 29, 2020 at 10.30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

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 process of voting through remote e-voting and e-voting during the Annual General Meeting 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 read with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular No. SEBIHO/CFD/CMDI/CIRIP/2020179 dated 12th May, 2020 on the below mentioned resolutions(s), at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Xpro India Limited, held on Tuesday, September 29, 2020 at 10.30 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM). I submit my report as under:

1. The remote e-voting period remained open from September 26, 2020 (9.00 a.m.) to September 28, 2020 (5.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e., September 22, 2020 were entitled to vote on the proposed resolutions (Item nos. 1 to 4 as set out in the Notice of the 23<sup>rd</sup> AGM of Xpro India Limited).
3. At the 23<sup>rd</sup> AGM of the Company held on September 29, 2020, the Chairman at the end of discussions on the resolutions announced that the facility for e-voting is available to facilitate the Members attending the Meeting through VC / OA VM who did not participate in the remote e-voting to record their votes.
4. Immediately after the conclusion of the e-voting during the AGM on September 29, 2020, the votes cast during the Meeting and the votes cast through remote e-voting were unblocked by me in the presence of two witnesses, Mr. Babul Chakraborty and Mr. 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: Babul Chakraborty



Name: Mr. G. K. Daga

27, Weston Street, 2<sup>nd</sup> Floor, Room No.: 205. Kolkata- 700 012.

Ph: 033-22114023, (M) 9831025638.

E-Mail: khowalac\_5@hotmail.com





# K.C.KHOWALA

(Practicing Company Secretary)

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

## ORDINARY BUSINESS

Item No. 1	Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2020.						
	Resolution required						
Particulars	Remote e-voting		E-voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	82	6392431	Nil	Nil	82	6392431	93.33%
Dissent	10	456889	Nil	Nil	10	456889	6.67%
Total Valid Votes Cast	92	6849320	Nil	Nil	92	6849320	100.00%
Abstain / Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Item No. 2	Re-appointment of Smt. Madhushree Birla as Director.						
	Resolution required						
Particulars	Remote e-voting		E-voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	82	6392431	Nil	Nil	82	6392431	93.33%
Dissent	10	456889	Nil	Nil	10	456889	6.67%
Total Valid Votes Cast	92	6849320	Nil	Nil	92	6849320	100.00%
Abstain / Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil





# K.C.KHOWALA

(Practicing Company Secretary)

## SPECIAL BUSINESS

<b>Item No. 3</b>	Re -appointment of Sri Sidharth Birla (DIN: 00004213), as a Whole-time Director of the Company designated as Chairman effective March 1, 2020 for a period of three years and the remuneration payable to him.						
<b>Resolution required</b>	Special						
<b>Particulars</b>	<b>Remote e-voting</b>		<b>E-voting during the AGM</b>		<b>Total</b>		<b>Percentage (%)</b>
	<b>No.</b>	<b>Votes</b>	<b>No.</b>	<b>Votes</b>	<b>No.</b>	<b>Votes</b>	
<b>Assent</b>	82	6392431	Nil	Nil	82	6392431	93.33%
<b>Dissent</b>	10	456889	Nil	Nil	10	456889	6.67%
<b>Total Valid Votes Cast</b>	92	6849320	Nil	Nil	92	6849320	100.00%
<b>Abstain / Invalid Votes</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

<b>Item No. 4</b>	Ratification of remuneration of Rs. 1,00,000/- payable to M/s Sanghavi Randeria & Associates, Cost Auditors of the Company for the financial year ending 31st March 2021.						
<b>Resolution required</b>	Ordinary						
<b>Particulars</b>	<b>Remote e-voting</b>		<b>E-voting during the AGM</b>		<b>Total</b>		<b>Percentage (%)</b>
	<b>No.</b>	<b>Votes</b>	<b>No.</b>	<b>Votes</b>	<b>No.</b>	<b>Votes</b>	
<b>Assent</b>	83	6392441	Nil	Nil	83	6392441	93.33%
<b>Dissent</b>	10	456889	Nil	Nil	10	456889	6.67%
<b>Total Valid Votes Cast</b>	93	6849330	Nil	Nil	93	6849330	100.00%
<b>Abstain / Invalid Votes</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

7. Based on the aforesaid results, the resolution no(s) 1 to 4 as contained in the Notice have been passed with the requisite majority.



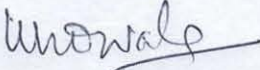
# K.C.KHOWALA

(Practicing Company Secretary)

8. The Register and all other papers relating to remote e-voting and e-voting during the AGM 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

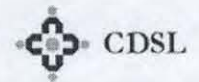


Place : Kolkata

Dated : September 29, 2020

UDIN: A004695B000801084





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### Ballot Details

Voting Result as of today.

**EVSN** 200902042 for XPRO INDIA LIMITED  
**ISIN** INE445C01015 XPRO INDIA LIMITED - EQUITY SHARES  
**Nominal Value** 10  
**Voting Rights** 1  
**Total Folios Voted** 93  
**No of Votes** 6849330

Res. No.					Total Count	Total
1	82	6392431 (93.33%)	10	456889 (6.67%)	92	6849320
2	82	6392431 (93.33%)	10	456889 (6.67%)	92	6849320
3	82	6392431 (93.33%)	10	456889 (6.67%)	92	6849320
4	83	6392441 (93.33%)	10	456889 (6.67%)	93	6849330

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Report Generation Date and Time : 29-09-2020:11:19:10

EVSN	ISIN
200902042	INE445C01015

Voting Start Date and Time : 26-09-2020 09:00  
Voting End Date and Time : 28-09-2020 17:00  
Meeting Date and Start Time :29-09-2020 10:30  
Voting Finalisation Date and Time: 29-09-2020 11:19

Res. No.	Yes Count	Yes (%)	No Count	No (%)	TotalCount	Total
1	82	6392431 (93.33%)	10	456889 (6.67%)	92	6849320.000
2	82	6392431 (93.33%)	10	456889 (6.67%)	92	6849320.000
3	82	6392431 (93.33%)	10	456889 (6.67%)	92	6849320.000
4	83	6392441 (93.33%)	10	456889 (6.67%)	93	6849330.000



*Arora*