

# 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

August 10, 2021

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 24<sup>th</sup> Annual General Meeting (AGM) of the Company held on August 10, 2021.**

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 August 7, 2021 to August 9, 2021) opted by the shareholders on all the resolutions from Item No. 1 to 5 of the Notice dated May 25, 2021 and Addendum dated June 22, 2021 alongwith Scrutinizers' Reports.

Thanking you,

Yours faithfully,  
For Xpro India Limited

A handwritten signature in black ink, appearing to read "Amit Dhanuka".

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 24th AGM held on August 10, 2021

Date of AGM	August 10, 2021
Total Number of shareholders on record date (i.e. August 3, 2021)	20686
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:	8
Public:	55

Agenda - wise disclosure

Resolution No. 1		Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2021.						
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	5907050	99.96%	5907050	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5909286</b>	<b>5907050</b>	<b>99.96%</b>	<b>5907050</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	12375	0	0.00%	0	0	0.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>12375</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	5891839	742592	12.60%	742576	16	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5891839</b>	<b>742592</b>	<b>12.60%</b>	<b>742576</b>	<b>16</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Total</b>		<b>11813500</b>	<b>6649642</b>	<b>56.29%</b>	<b>6649626</b>	<b>16</b>	<b>100.00%</b>	<b>0.00%</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	5907050	99.96%	5907050	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5909286</b>	<b>5907050</b>	<b>99.96%</b>	<b>5907050</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	12375	0	0.00%	0	0	0.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>12375</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	5891839	742592	12.60%	742576	16	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5891839</b>	<b>742592</b>	<b>12.60%</b>	<b>742576</b>	<b>16</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Total</b>		<b>11813500</b>	<b>6649642</b>	<b>56.29%</b>	<b>6649626</b>	<b>16</b>	<b>100.00%</b>	<b>0.00%</b>

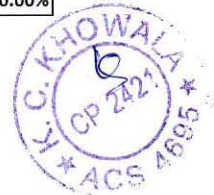
Resolution No. 3			Re-appointment of Sri C Bhaskar (DIN: 00003343), as Managing Director and Chief Executive Officer effective January 1, 2021 for a period of three years and the remuneration payable to him.					
Resolution Required : (Ordinary/Special)			Special					
Whether Promoter/Promoter group are interested in the agenda/resolution?			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	5907050	99.96%	5907050	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5909286</b>	<b>5907050</b>	<b>99.96%</b>	<b>5907050</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	12375	0	0.00%	0	0	0.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>12375</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	5891839	742592	12.60%	742576	16	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5891839</b>	<b>742592</b>	<b>12.60%</b>	<b>742576</b>	<b>16</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Total</b>		<b>11813500</b>	<b>6649642</b>	<b>56.29%</b>	<b>6649626</b>	<b>16</b>	<b>100.00%</b>	<b>0.00%</b>





Resolution No. 4			Ratification of Remuneration of Rs.1,20,000/- payable to M/s Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board for the Financial Year 2021-22.					
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	5907050	99.96%	5907050	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5909286</b>	<b>5907050</b>	<b>99.96%</b>	<b>5907050</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	12375	0	0.00%	0	0	0.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>12375</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	5891839	742592	12.60%	742566	26	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5891839</b>	<b>742592</b>	<b>12.60%</b>	<b>742566</b>	<b>26</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Total</b>		<b>11813500</b>	<b>6649642</b>	<b>56.29%</b>	<b>6649616</b>	<b>26</b>	<b>100.00%</b>	<b>0.00%</b>

Resolution No. 5			Appointment of Ms. Suhana Murshed (DIN: 08572394) as a Non-Executive Independent director of the Company, not liable to retire by rotation, for a term of five consecutive years.					
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	5907050	99.96%	5907050	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5909286</b>	<b>5907050</b>	<b>99.96%</b>	<b>5907050</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	12375	0	0.00%	0	0	0.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>12375</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	5891839	742592	12.60%	742576	16	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>5891839</b>	<b>742592</b>	<b>12.60%</b>	<b>742576</b>	<b>16</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Total</b>		<b>11813500</b>	<b>6649642</b>	<b>56.29%</b>	<b>6649626</b>	<b>16</b>	<b>100.00%</b>	<b>0.00%</b>



# 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**

24<sup>th</sup> Annual General Meeting of the Equity Shareholders of Xpro India Limited  
held on Tuesday, August 10, 2021 at 10.30 a.m. (IST)  
through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

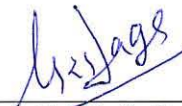
Dear Sir,

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 No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 on the below mentioned resolutions(s), at the 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of Xpro India Limited, held on Tuesday, August 10, 2021 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 August 7, 2021 (9.00 a.m.) to August 9, 2021 (5.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e., August 3, 2021 were entitled to vote on the proposed resolutions (Item nos. 1 to 5 as set out in the Notice of the 24<sup>th</sup> AGM of Xpro India Limited dated May 25, 2021 and Addendum dated June 22, 2021).
3. At the 24<sup>th</sup> AGM of the Company held on August 10, 2021, 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 August 10, 2021, 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: Mr. Babul Chakraborty



Name: Mr. G. K. Daga





# 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

<b>Item No. 1</b>	Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 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>	76	6649626	Nil	Nil	76	6649626	100.00%
<b>Dissent</b>	2	16	Nil	Nil	2	16	0.00%
<b>Total Valid Votes Cast</b>	78	6649642	Nil	Nil	78	6649642	100.00%
<b>Abstain / Invalid Votes</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

<b>Item No. 2</b>	Re-appointment of Smt. Madhushree Birla as Director.						
<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>	76	6649626	Nil	Nil	76	6649626	100.00%
<b>Dissent</b>	2	16	Nil	Nil	2	16	0.00%
<b>Total Valid Votes Cast</b>	78	6649642	Nil	Nil	78	6649642	100.00%
<b>Abstain / Invalid Votes</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil



# K.C.KHOWALA

(Practicing Company Secretary)

## SPECIAL BUSINESS

<b>Item No. 3</b>	Re -appointment of Sri C Bhaskar (DIN: 00003343), as Managing Director and Chief Executive Officer effective January 1, 2021 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>	76	6649626	Nil	Nil	76	6649626	100.00%
<b>Dissent</b>	2	16	Nil	Nil	2	16	0.00%
<b>Total Valid Votes Cast</b>	78	6649642	Nil	Nil	78	6649642	100.00%
<b>Abstain / Invalid Votes</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

<b>Item No. 4</b>	Ratification of remuneration of Rs. 1,20,000/- payable to M/s Sanghavi Randeria & Associates, Cost Auditors of the Company for the financial year 2021-22.						
<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>	75	6649616	Nil	Nil	75	6649616	100.00%
<b>Dissent</b>	3	26	Nil	Nil	3	26	0.00%
<b>Total Valid Votes Cast</b>	78	6649642	Nil	Nil	78	6649642	100.00%
<b>Abstain / Invalid Votes</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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)

<b>Item No. 5</b>	Appointment of Ms. Suhana Murshed (DIN: 08572394) as a Non-Executive Independent director of the Company, not liable to retire by rotation, for a term of five consecutive years.						
<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>	76	6649626	Nil	Nil	76	6649626	100.00%
<b>Dissent</b>	2	16	Nil	Nil	2	16	0.00%
<b>Total Valid Votes Cast</b>	78	6649642	Nil	Nil	78	6649642	100.00%
<b>Abstain / Invalid Votes</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- Based on the aforesaid results, the resolution no(s) 1 to 5 as contained in the Notice and Addendum have been passed with the requisite majority.
- 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

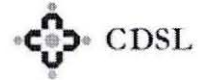


Place : Kolkata

Dated : August 10, 2021

UDIN: A004695C000760934





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### Ballot Details

Voting Result as of today.

**EVSN** 210628003 for XPRO INDIA LIMITED  
**ISIN** INE445C01015 XPRO INDIA LIMITED - EQUITY SHARES  
**Nominal Value** 10  
**Voting Rights** 1  
**Total Folios Voted** 78  
**No of Votes** 6649642

Res. No.					Total Count	Total
1	76	6649626 (100.00%)	2	16 (0.00%)	78	6649642
2	76	6649626 (100.00%)	2	16 (0.00%)	78	6649642
3	76	6649626 (100.00%)	2	16 (0.00%)	78	6649642
4	75	6649616 (100.00%)	3	26 (0.00%)	78	6649642
5	76	6649626 (100.00%)	2	16 (0.00%)	78	6649642

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