

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

June 24, 2022

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 Sirs,

Sub: Proceedings of the 25th Annual General Meeting held on Friday, June 24, 2022

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose gist of proceedings of the 25th Annual General Meeting held on Friday, June 24, 2022.

Kindly take the above intimation on your record.

Thanking you,

Yours faithfully,
For Xpro India Limited

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

Amit Dhanuka
Company Secretary

Encl : a/a

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Gist of Proceedings of the 25th Annual General Meeting of Xpro India Limited

1. Date, time and venue of the Meeting:

The 25th Annual General Meeting (AGM) of the Members of the Company was held on Friday, June 24, 2022, through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India. The Meeting commenced at 10.30 a.m. and concluded at 11.25 a.m.

2. Proceedings in brief:

- Sri Sidharth Birla, Chairman, chaired the proceedings of the AGM.
- The requisite quorum being present, the Chairman called the Meeting to order. The Quorum was present throughout the Meeting.
- At the outset, the Chairman stated that the Company had taken necessary steps to ensure that the Members were able to attend and vote at the Meeting through electronic mode in a seamless manner.
- The Chairman welcomed the members and introduced the Directors, Statutory and Secretarial Auditors and Senior Executives of the Company attending the meeting through Video Conference from their respective locations.
- The Chairman advised the Members that the registers and documents, as statutorily required, were available for inspection on the e-voting website of Central Depository Services (India) Limited ('CDSL').
- The Chairman also confirmed that there were no qualifications, reservations or adverse remarks in the Auditors' Report on the Financial Statements and the report of Secretarial Auditors of the Company.
- Thereafter, the Chairman delivered his remarks including therein an overview of the performance of the Company, the status of markets and the general environmental scenario in respect of the Company and its products.
- The Company Secretary informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'), the Company had extended voting facility to the Members of the Company in respect of business transacted at the AGM to cast their vote electronically from a place other than the venue of the Meeting i.e. Remote e-voting. The Remote e-voting period commenced on Tuesday, June 21, 2022 (9.00 a.m. IST) and ended on Thursday, June 23, 2022 (5.00 p.m. IST). Members who were present at the Meeting and had not cast their votes by remote e-voting were also allowed to cast their votes at the time of AGM through e-voting facility provided by the Company.

- The following item of business as set out in the Notice convening the 25th Annual General Meeting dated May 25, 2022, were commended for members consideration and approval:

Ordinary Business

- Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2022.
- Payment of dividend of Rs.2.00 per ordinary share of the face value of Rs.10 each, of the Company for the financial year ended March 31, 2022.
- Re-appointment of Smt. Madhushree Birla as Director.
- Re-appointment of M/s Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No.001076N/N500013) as the Statutory Auditors of the Company for a second term of five years commencing from the conclusion of the 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting and remuneration payable to them.

Special Business

- Appointment of Sri K Balakrishnan (DIN: 00034031), as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from May 25, 2022.
 - Appointment of Sri Bharat Jhaver (DIN: 00379111), as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.
 - Issue of bonus equity shares in the proportion of 1 (one) new fully paid-up equity share of Rs.10/- each (Rupee Ten) each for every 2 (two) existing fully paid-up equity shares of Rs.10/- (Rupee Ten) each and 9,84,000 bonus equity shares to be kept in reserve to be issued, in the ratio of 1 (one) bonus equity share of Rs.10/- each for every 2 (two) fully paid-up equity shares after exercise of option by the holder(s) and conversion of upto 19,68,000 convertible warrants outstanding as on March 31, 2022.
 - Ratification of Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board for the Financial Year 2022-23.
- The Chairman gave opportunity to the Members who had registered themselves as Speakers to ask questions or seek clarifications on the Agenda items. Thereafter, he and Sri C Bhaskar, Managing Director and Chief Executive Officer, responded to the queries raised / clarifications sought by the Member(s) who spoke at the Meeting.
 - The Chairman informed the members that Sri Girish Bhatia, a Practicing Company Secretary, was appointed as the Scrutiniser for the purpose of scrutinising the e-voting done during the AGM and remote e-voting process.
 - The Chairman informed the members that the results of remote e-voting and e-voting done at the time of AGM shall be disseminated to the Stock Exchanges and also uploaded on the website of the Company and M/s Central Depository Services (India) Limited (CDSL), the Agency providing e-voting facility.



Notes:

- i. The Company will intimate Stock Exchanges the results of remote e-voting and e-voting done during the AGM.
- ii. This document does not constitute minutes of the proceedings of the 25th Annual General Meeting of the Company.

For Xpro India Limited



Amit Dhanuka
Company Secretary

Kolkata
June 24, 2022