

# 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, 2023

National Stock Exchange of India Ltd.  
"Exchange Plaza",  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai 400 051

BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort, Mumbai 400 001

Stock Symbol: XPROINDIA(EQ)

Stock Code No. 590013

Dear Sir/Madam,

**Sub: Disclosure of Voting Results of the 26<sup>th</sup> Annual General Meeting (AGM) of the Company held on August 10, 2023.**

As required under Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) 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, 2023 to August 9, 2023) opted by the shareholders on all the resolutions from Item No. 1 to 4 of the Notice dated May 22, 2023 together with Scrutinizers' Reports.

Thanking you,

Yours faithfully,  
For **Xpro India Limited**

Kamal Kishor Sewoda  
Company Secretary

Encl.: 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

**GIRISH BHATIA, PRACTISING COMPANY SECRETARY**

Flat No.5B, Shubham Apartment  
19-B, Alipore Road, Kolkata – 700027

Mobile No : 9903868281  
Email :girishbhatia1956@gmail.com  
PAN : ACWPB0146N

**Consolidated Scrutinizer's Report**

***[Pursuant to Section 108 of the Companies Act, 2013 (as amended) and Rule 20 (4)(xii)  
of the Companies (Management and Administration) Rules, 2014 (as amended)]***

To,  
The Chairman,  
**XPRO INDIA LIMITED,**  
**CIN – L25209WB1997PLC085972,**  
Barjora-Mejia Road,  
P.O. Ghutgoria, Tehsil: Barjora,  
Distt: Bankura 722 202, West Bengal.

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Annual General Meeting conducted pursuant to the provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015 for 26<sup>th</sup> Annual General Meeting of the Members of Xpro India Limited held on August 10, 2023 at 10:30 a. m. (IST) through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").**

I, CS Girish Bhatia, a Company Secretary in Practice (FCS No.: 3295, CP No.: 13792), Kolkata, was duly appointed as the Scrutinizer by the Board of Directors of **Xpro India Limited** (the "Company") for the purpose of scrutinizing the e-voting process i.e. remote e-voting and voting through electronic means at the Annual General Meeting (AGM) in a fair and transparent manner and ascertaining the results thereof in respect of the Resolutions transacted at the AGM of the Company held on Thursday, August 10, 2023 at 10:30 a. m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") under the provisions of Section 108 of the Companies Act, 2013 (as amended) (the "Act") and Rule 20 (4) (xii ) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration ) Amendment Rules ,2015 and as amended by the Companies (Management and Administration ) Amendment Rules, 2016 and in accordance with General Circulars dated dated April 8, 2020, April 13, 2020, May 05, 2022 and December 28, 2022, issued by the Ministry of Corporate Affairs (hereinafter, referred to as the "MCA Circular") and in accordance with the circulars dated May12, 2020, January 15, 2021, May 13, 2022 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, (hereinafter referred to as the "SEBI Circulars") issued by the Securities and Exchange Board of India (SEBI).

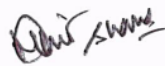
Compliances of the provisions of the Act, the Rules framed thereunder, the MCA Circulars, the SEBI LODR Regulations and the SEBI Circulars relating to holding the AGM through VC/OAVM and voting through electronic means at the AGM, by the Members of the Company on Item Nos. 1 to 4 contained in the Notice dated May 22, 2023 convening the AGM of the Company are responsibility of the Management of the Company. My responsibility as a Scrutinizer is to ensure that voting processes, both through remote e-voting and voting through electronic means at the AGM, are conducted in a fair and transparent manner and to make a Consolidated Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against", on the Resolutions transacted at the AGM based on the reports generated from the e-voting system by the Central Depository Services (India) Limited (CDSL) for remote e-voting as well as e-voting at the AGM.



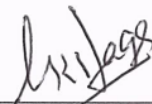


I submit my report as under :

1. The Company has appointed CDSL as the agency to provide and facilitate e-voting services to the Members of the Company to cast their votes through a secured electronic voting system on the Resolutions transacted at the said AGM.
2. In terms of requirements of the MCA & SEBI Circulars, as stated above, the Notice of the AGM dated May 22, 2023 was sent through electronic means on July 11, 2023 to those Members whose emails were registered with the Company's RTA M/s. MCS Share Transfer Agent Limited / Depositories as on June 30, 2023. Further, the Company had uploaded the Notice of the AGM on the website of the Company and also on the websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.
3. As required under Rule 20 of the Rules, the Company has clearly stated in the Notice convening the AGM dated May 22, 2023 that the Company has engaged the services of CDSL to provide remote e-voting facility and e-voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of businesses to be transacted at the AGM and the Members who have cast their votes by remote e-voting may attend the AGM, but shall neither be allowed to change their votes subsequently nor cast votes again during the AGM.
4. The remote e-voting period commenced on Monday, August 7, 2023 at 9:00 A.M. (IST) and remained open till 5:00 P. M. (IST) on Wednesday, August 9, 2023. At the end of the remote e-voting period on August 9, 2023 at 5:00 P.M. (IST), the voting portal of CDSL was blocked forthwith.
5. **The Members of the Company holding shares as on "Cut-off Date" i.e. Thursday, August 3, 2023** were entitled to vote, through remote e-voting system as well as voting at the AGM through electronic voting system on the proposed Resolutions as set out in the Notice dated May 22, 2023.
6. The requisite advertisement pursuant to Section 108 of the Act, read with Rule 20 of the Rules was published in the daily Newspaper viz. "The Financial Express" (in English language) and "Aajkal" (in Bengali language) on Wednesday, July 12, 2023.
7. Thereafter, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the AGM, I was provided access to the details such as the name, folio no., DP / Client ID and number of shares held by those Members who had opted for the remote e-voting except for the manner in which they have cast their votes.
8. At the AGM of the Company held on August 10, 2023, the Chairman at the end of discussions on the Resolutions announced that the facility for e-voting is available to the Members attending the Meeting through VC / OAVM, who did not participate in the remote e-voting, to record their votes.
9. Immediately after conclusion of the AGM on August 10, 2023, e-voting during the Meeting were reckoned and thereafter the votes cast through e-voting at the AGM and through remote e-voting were unlocked after conclusion of the AGM at 11:40 A. M. on August 10, 2023 in the presence of 2 witnesses – Mr. Mohit Sharma 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: Mohit Sharma



Name: G. K. Daga



**GIRISH BHATIA, PRACTISING COMPANY SECRETARY**

Flat No.5B, Shubham Apartment  
19-B, Alipore Road, Kolkata – 700027

Mobile No : 9903868281  
Email : girishbhatia1956@gmail.com  
PAN : ACWPB0146N

10. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and M/s. MCS Share Transfer Agent Limited (Registrar and Share Transfer Agent) with respect to the number of shares held on Thursday, August 3, 2023, and authentication, wherever required, lodged for the purpose.
11. Based on details containing list of Members who have cast their votes on the remote e-voting platform and votes cast at the AGM, through the e-voting system, as downloaded from the e-voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)), the consolidated results on the Resolutions transacted at the AGM held on August 10, 2023 are given below :

**Summary of total votes casted (aggregate of remote e-voting) is as follows:**

<b>Name of the Company</b>	XPRO INDIA LIMITED
<b>Meeting</b>	Annual General Meeting
<b>Day, Date &amp; Time</b>	Thursday, August 10, 2023 at 10:30 A.M.
<b>Deemed Venue</b>	Registered Office situated at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura 722 202, West Bengal.
<b>Mode</b>	Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)
<b>Total number of Shareholders on Record Date*</b>	29529
<b>Number of Shareholders attended the meeting through Video Conferencing</b>	67

\*Record Date implies cut-off date i.e., Thursday, August 3, 2023

**Resolution No. 1– Ordinary Resolution**

To consider and adopt the Directors' Report and the audited financial statements of the Company for the financial year ended March 31, 2023 and the Auditors report thereon.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
<b>Assent</b>	97	13066053	2	320	99	13066373	100.00
<b>Dissent</b>	3	84	-	-	3	84	0.00
<b>Total</b>	<b>100</b>	<b>13066137</b>	<b>2</b>	<b>320</b>	<b>102</b>	<b>13066457</b>	<b>100.00</b>

**Resolution No. 2 – Ordinary Resolution**

To declare a 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, 2023.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
<b>Assent</b>	97	13066053	2	320	99	13066373	100.00
<b>Dissent</b>	3	84	-	-	3	84	0.00
<b>Total</b>	<b>100</b>	<b>13066137</b>	<b>2</b>	<b>320</b>	<b>102</b>	<b>13066457</b>	<b>100.00</b>





**GIRISH BHATIA, PRACTISING COMPANY SECRETARY**

Flat No.5B, Shubham Apartment  
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Mobile No : 9903868281  
Email :girishbhatia1956@gmail.com  
PAN : ACWPB0146N

**Resolution No. 3 – Ordinary Resolution**

To appoint a Director in place of Sri Bharat Jhaver (DIN: 00379111) who retires by rotation and being eligible, offers himself for reappointment.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	94	13057795	2	320	96	13058115	99.04%
Dissent	6	8342	-	-	6	8342	0.06%
<b>Total</b>	<b>100</b>	<b>13066137</b>	<b>2</b>	<b>320</b>	<b>102</b>	<b>13066457</b>	<b>100.00</b>

**Resolution No. 4 – Ordinary Resolution**

To ratify Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, Mumbai appointed by the Board for the Financial Year 2023-24.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	94	13065971	2	320	96	13066291	100.00
Dissent	5	136	-	-	5	136	0.00
<b>Total</b>	<b>99</b>	<b>13066107</b>	<b>2</b>	<b>320</b>	<b>101</b>	<b>13066427</b>	<b>100.00</b>

Based on the aforesaid results, the Resolution No(s).1 to 4 as contained in the Notice dated May 22, 2023 have been passed with the requisite majority.

All the relevant records relating to the remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking You,

Yours faithfully,

*Girish*

(CS GIRISH BHATIA)

Practicing Company Secretary

FCS : 3295 CP No.: 13792

Peer Review: 2011/2022

UDIN - F003295E000776751

Place: Kolkata  
Date: August 10, 2023

**GIRISH BHATIA**  
**COMPANY SECRETARY**  
Flat No. 5B, Shubham Apartm  
19-B, Alipore Road  
Kolkata-700 027  
C.P No.- 13792



**XPRO INDIA LIMITED**

**Results of Voting at the 26th AGM held on August 10, 2023**

<b>Date of AGM</b>	<b>August 10, 2023</b>
<b>Total Number of shareholders on record date (i.e. August 3, 2023)</b>	<b>29529</b>
<b>No. of Shareholders present in the meeting either in person or through proxy:</b> <b>Promoters and Promoter Group:</b> <b>Public:</b>	<b>Not Applicable</b> <b>Not Applicable</b>
<b>No. of Shareholders attended the meeting through Video Conferencing:</b> <b>Promoters and Promoter Group:</b> <b>Public:</b>	<b>9</b> <b>58</b>



Agenda - wise disclosure

Resolution No. 1			Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2023.					
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	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>9355926</b>	<b>9352573</b>	<b>99.96%</b>	<b>9352573</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	2621344	2558889	97.62%	2558889	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>2621344</b>	<b>2558889</b>	<b>97.62%</b>	<b>2558889</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Non Institutions	Remote e-voting	8694974	1154995	13.28%	1154911	84	99.99%	0.01%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>8694974</b>	<b>1154995</b>	<b>13.28%</b>	<b>1154911</b>	<b>84</b>	<b>99.99%</b>	<b>0.01%</b>
<b>Total</b>		<b>20672244</b>	<b>13066457</b>	<b>63.21%</b>	<b>13066373</b>	<b>84</b>	<b>100.00%</b>	<b>0.00%</b>

Resolution No. 2			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, 2023.					
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	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>9355926</b>	<b>9352573</b>	<b>99.96%</b>	<b>9352573</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	2621344	2558889	97.62%	2558889	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>2621344</b>	<b>2558889</b>	<b>97.62%</b>	<b>2558889</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Non Institutions	Remote e-voting	8694974	1154995	13.28%	1154911	84	99.99%	0.01%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>8694974</b>	<b>1154995</b>	<b>13.28%</b>	<b>1154911</b>	<b>84</b>	<b>99.99%</b>	<b>0.01%</b>
<b>Total</b>		<b>20672244</b>	<b>13066457</b>	<b>63.21%</b>	<b>13066373</b>	<b>84</b>	<b>100.00%</b>	<b>0.00%</b>



Resolution No. 3			Re-appointment of Sri Bharat Jhaver 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	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>9355926</b>	<b>9352573</b>	<b>99.96%</b>	<b>9352573</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	2621344	2558889	97.62%	2550679	8210	99.68%	0.32%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>2621344</b>	<b>2558889</b>	<b>97.62%</b>	<b>2550679</b>	<b>8210</b>	<b>99.68%</b>	<b>0.32%</b>
Public - Non Institutions	Remote e-voting	8694974	1154995	13.28%	1154863	132	99.99%	0.01%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>8694974</b>	<b>1154995</b>	<b>13.28%</b>	<b>1154863</b>	<b>132</b>	<b>99.99%</b>	<b>0.01%</b>
<b>Total</b>		<b>20672244</b>	<b>13066457</b>	<b>63.21%</b>	<b>13058115</b>	<b>8342</b>	<b>99.94%</b>	<b>0.06%</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 2023-24					
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	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>9355926</b>	<b>9352573</b>	<b>99.96%</b>	<b>9352573</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Institutions	Remote e-voting	2621344	2558889	97.62%	2558889	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>2621344</b>	<b>2558889</b>	<b>97.62%</b>	<b>2558889</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Non Institutions	Remote e-voting	8694974	1154965	13.28%	1154829	136	99.99%	0.01%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>8694974</b>	<b>1154965</b>	<b>13.28%</b>	<b>1154829</b>	<b>136</b>	<b>99.99%</b>	<b>0.01%</b>
<b>Total</b>		<b>20672244</b>	<b>13066427</b>	<b>63.21%</b>	<b>13066291</b>	<b>136</b>	<b>100.00%</b>	<b>0.00%</b>