

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, 2023

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

BSE Limited  
Corporate Relationship Department  
1st 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: Submission of result of Postal Ballot**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in furtherance to our intimation vide our letter dated August 28, 2023 enclosing the Postal Ballot Notice, dated August 11, 2023 sent to the shareholders of the Company, seeking their approval for the following resolutions as Special Resolutions.

1. Appointment of Sri Manoj Mohanka (DIN: 00128593) as an Independent Director of the Company.
2. Re-appointment of Sri C Bhaskar (DIN: 00003343) as Managing Director & Chief Executive Officer of the Company for a term of three years with effect from January 1, 2024 and remuneration payable to him.

In this regard, please note that the results of the Postal Ballot have been announced today i.e., September 29, 2023 and as per the Scrutinizer's Report, the Resolutions relating to the above mentioned businesses, as contained in the Postal Ballot Notice have been passed with the requisite majority on September 28, 2023 (the last date for e-voting).

In this regard, we are enclosing herewith the following documents:

- a. Copy of Scrutinizer's Report, dated September 29, 2023, on remote e-voting issued by Mr. Girish Bhatia, Practicing Company Secretary (FCS No.: 3295/CP No.:13792) (**Annexure - I**);
- b. Voting Results with respect to the resolution set out in the Postal Ballot Notice in terms of the provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**Annexure - II**)



The above documents are also available on the Company's website [www.xproindia.com](http://www.xproindia.com) and on the website of Central Depository Securities Limited (CDSL) at <https://www.evotingindia.com/homepage.jsp>

We request you to kindly take the same on your record.

Thanking you,

Yours faithfully,  
**For Xpro India Limited**

Kamal Kishor Sewoda  
Company Secretary



Encl: A/a

**Scrutinizer's Report**

**Form No. MGT-13**

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 (as amended) and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended)]

To,  
**The Chairman,**  
**Xpro India Limited,**  
Barjora-Mejia Road,  
P.O. Ghutgoria, Tehsil: Barjora,  
Distt: Bankura,  
West Bengal 722 202

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot through remote e-voting in respect of passing of resolutions as set-out in the Postal Ballot Notice dated August 11, 2023**

I, CS Girish Bhatia, Company Secretary in Practice (Membership No.: FCS 3295 & CP No.: 13792) having my office at Flat No. 5B, Shubham Apartment, 19-B, Alipore Road, Kolkata-700027 have been appointed as a Scrutinizer of **Xpro India Limited** (CIN: L25209WB1997PLC085972) having its Registered Office at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal, 722202, pursuant to Sections 108 and 110 of the Companies Act 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purposes of scrutinizing the Postal Ballot through e-voting in respect of the resolutions as proposed in the Postal Ballot Notice dated August 11, 2023, and I submit my report as under:

**1. Management Responsibility**

The management is responsible for ensuring compliance under the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Management Rules"), General Circular Nos. 14/2020 dated April, 8, 2020 and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) hereof, for the time being in force) in respect of Postal Ballot through remote e-voting. The Postal Ballot Notice dated August 11, 2023, along with explanatory statement setting out material facts under Section 102 of the Act was sent





only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories.

## **2. Scrutinizer's Responsibility**

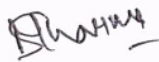
My responsibility as the Scrutinizer of the voting process is restricted to scrutinize the e-voting process in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL"), the agency engaged by the Company to provide e-voting facility and the documents furnished to me for my verification.

## **3. Cut-off Date**

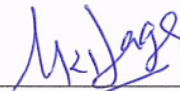
The Members of the Company holding shares as on the cut-off date, i.e. Tuesday, August 22, 2023, were entitled to vote on the resolutions as contained in the Postal Ballot Notice.

## **4. Postal Ballot Process**

- i. Despatch of Postal Ballot Notice along with Explanatory Statement through electronic mode to the Members of the Company was completed on August 28, 2023.
- ii. 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 Tuesday, August 29, 2023.
- iii. In accordance with the Postal Ballot Notice and the 'Advertisement' published pursuant to Rule 22(3) of the Management Rules, the Postal Ballot through e-voting commenced on Wednesday, August 30, 2023 at 9.00 A.M. (IST) and ended on Thursday, September 28, 2023 at 5.00 P.M. (IST), and the e-voting module was blocked by CDSL thereafter.
- iv. The votes cast under e-voting were thereafter unblocked and downloaded on Thursday, September 28, 2023 at 5.10 P.M. from the portal of CDSL and was witnessed by two witnesses, Sri Mohit Sharma and Sri G. K. Daga who are not in the employment of the Company and / or the CDSL. They have signed below in confirmation of the same.



Name - Mohit Sharma



Name - G. K. Daga

- v. I have scrutinized and reviewed the remote e-voting based on the data downloaded from the CDSL e-voting system at <https://www.evotingindia.com>



**5. Postal Ballot Result**

I now submit my report as under on the results of the voting through e-voting in respect of the Special Resolutions as contained in the Postal Ballot Notice, based on the report generated from the CDSL:

Resolution No. 1 - As a Special Resolution

**Appointment of Sri Manoj Mohanka (DIN: 00128593) as an Independent Director of the Company**

Particulars	E-Voting		Postal Ballot		No. of Votes Cast		Percentage of Votes Cast (%)
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	Total		
					No. of Members	No. of Votes Cast	
Assent	197	13717096	N.A.	N.A.	197	13717096	100%
Dissent	9	633	N.A.	N.A.	9	633	Negligible
Total	206	13717729	N.A.	N.A.	206	13717729	100%
Invalid/ Abstain	Nil	Nil	N.A.	N.A.	Nil	Nil	Nil

Resolution No. 2 - As a Special Resolution

**Re-appointment of Sri C Bhaskar (DIN: 00003343) as Managing Director & Chief Executive Officer of the Company for a term of three years with effect from January 1, 2024 and remuneration payable to him.**

Particulars	E-Voting		Postal Ballot		No. of Votes Cast		Percentage of Votes Cast (%)
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	Total		
					No. of Members	No. of Votes Cast	
Assent	201	13717676	N.A.	N.A.	201	13717676	100%
Dissent	5	53	N.A.	N.A.	5	53	Negligible
Total	206	13717729	N.A.	N.A.	206	13717729	100%
Invalid/ Abstain	Nil	Nil	N.A.	N.A.	Nil	Nil	Nil



Based on the aforesaid results, resolution no.1 and 2 as contained in the Postal Ballot Notice have been passed with the requisite majority.

**6. Custody of Records**

All the relevant records relating to the e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the minutes are considered, approved and signed.

The above resolution no 1 and 2 are deemed to have been passed by the Members on Thursday, September 28, 2023.

Thanking you,

**Girish Bhatia**  
Company Secretary in Practice

**CS Girish Bhatia**  
FCS No.: 3295 CP No.: 13792  
Peer Review: 2011/2022  
UDIN: F003295E001121821

Place: Kolkata  
Date: September 29, 2023

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





## XPRO INDIA LIMITED

## Results of Voting by Postal Ballot (Remote Evoting) concluded on September 28, 2023

Date of AGM / EGM / Postal Ballot	September 28, 2023 (Last date of Voting)
Total Number of shareholders on record date (i.e. August 22, 2023)	29627
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A. (As the Voting was through Remote Evoting on Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	N.A. (As the Voting was through Remote Evoting on Postal Ballot)

## Agenda - wise disclosure

Resolution No. 1			Appointment of Sri Manoj Mohanka (DIN: 00128593) as an Independent Director of the Company.					
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	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	2618702	2558889	97.72%	2558889	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>2618702</b>	<b>2558889</b>	<b>97.72%</b>	<b>2558889</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Non Institutions	Remote e-voting	8697616	1806267	20.77%	1805634	633	99.96%	0.04%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>8697616</b>	<b>1806267</b>	<b>20.77%</b>	<b>1805634</b>	<b>633</b>	<b>99.96%</b>	<b>0.04%</b>
<b>Total</b>		<b>20672244</b>	<b>13717729</b>	<b>66.36%</b>	<b>13717096</b>	<b>633</b>	<b>100.00%</b>	<b>0.00%</b>



Resolution No. 2			Re-appointment of Sri C Bhaskar (DIN: 00003343) as Managing Director & Chief Executive Officer of the Company for a term of three years with effect from January 1, 2024 and 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	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	2618702	2558889	97.72%	2558889	0	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>2618702</b>	<b>2558889</b>	<b>97.72%</b>	<b>2558889</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public - Non Institutions	Remote e-voting	8697616	1806267	20.77%	1806214	53	100.00%	0.00%
	E-voting at the AGM		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>8697616</b>	<b>1806267</b>	<b>20.77%</b>	<b>1806214</b>	<b>53</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Total</b>		<b>20672244</b>	<b>13717729</b>	<b>66.36%</b>	<b>13717676</b>	<b>53</b>	<b>100.00%</b>	<b>0.00%</b>

