

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

January 16, 2024

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: Disclosure of Voting Results of the Extra-Ordinary General Meeting (EGM) of the Company held on Tuesday, January 16, 2024

As required under Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith the details of voting results of the e-voting at the EGM and the remote e-voting opted by the Members on all the resolutions from Item Nos. 1 to 3 as contained in the Notice dated December 19, 2023 read with addendum/ corrigendum dated January 8, 2024, 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
25th 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

Scrutinizer's Report

Form No. MGT-13

[Pursuant to Sections 108 of the Companies Act, 2013 (as amended) and Rules 20 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 remote e-voting and e-voting during the Extra-Ordinary General Meeting ("EGM") in respect of passing of resolutions as set-out in the Notice of EGM dated December 19, 2023 read with addendum/corrigendum dated January 8, 2024

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 Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purposes of scrutinizing the remote e-voting and e-voting during the EGM of the Company held on Tuesday, January 16, 2024, through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in respect of the resolutions as proposed in the Notice of EGM dated December 19, 2023, along with explanatory statement setting out material facts under Section 102 of the Companies Act, 2013 read with addendum/corrigendum dated January 8, 2024 (**hereinafter referred as EGM Notice**), and I submit my report as under:

1. Management Responsibility

The management is responsible for ensuring compliance under the provisions of Section 108 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Rule 20 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 and General Circular No. 09/2023 dated September 25, 2023, 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) thereof, for



the time being in force) in respect of remote e-voting and e-voting during the EGM of the Company. The EGM Notice was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories. Further, the Company had uploaded the EGM Notice 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.

2. Scrutinizer's Responsibility

My responsibility as the Scrutinizer of the voting process is restricted to scrutinize and ensure that voting processes, both through remote e-voting and voting through electronic means at the EGM are conducted in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against on the resolutions stated in the EGM 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 for remote e-voting as well as e-voting at the EGM.

3. Cut-off Date

The Members of the Company holding shares as on the cut-off date, i.e. Tuesday, January 9, 2024, were entitled to vote on the resolutions as contained in the EGM Notice.

4. EGM Process

- i. Dispatch of Notice of EGM dated December 19, 2023, along with Explanatory Statement through electronic mode to the Members of the Company was completed on Sunday, December 24, 2023. In addition to the above, the addendum/corrigendum dated January 8, 2024, was dispatched on January 11, 2024.
- 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 Monday, December 25, 2023. Additionally, an advertisement regarding the addendum/corrigendum was published in the same newspapers on January 12, 2024.
- iii. The remote e-voting period commenced on Saturday, January 13, 2024 at 9.00 A.M. (IST) and ended on Monday, January 15, 2024 at 5.00 P.M. (IST), and the e-voting module was blocked by the CDSL thereafter.
- iv. Thereafter, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the EGM, 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.
- v. At the EGM of the Company held on January 16, 2024, 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.

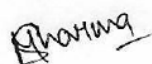


GIRISH BHATIA, PRACTISING COMPANY SECRETARY

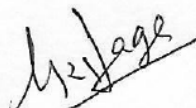
Flat No.5B, Shubham Apartment
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Mobile No : 9903868281
Email : girishbhatia1956@gmail.com
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- vi. Immediately after conclusion of the EGM on January 16, 2024, e-voting during the Meeting were reckoned and thereafter the votes cast through e-voting at the EGM and through remote e-voting were unlocked after conclusion of the EGM on Tuesday, January 16, 2024 at 11.00 A.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

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

5. Voting Result

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

Resolution No. 1 - As a Special Resolution

To issue and allot up to 14,35,750 warrants, each carrying a right to subscribe 1 Equity Share of the Company, at an issue price of ₹ 975/- (Rupees Nine Hundred Seventy-Five only) per warrant including a premium of ₹ 965/- (Rupees Nine Hundred Sixty-Five only), on a preferential allotment basis.

Particulars	Remote E-Voting		E-Voting at EGM		Total		Percentage of Votes Cast (%)
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	
Assent	77	14279799	2	1027	79	14280826	99.996
Dissent	1	510	0	0	1	510	0.004
Total	78	14280309	2	1027	80	14281336	100.00
Invalid/ Abstain	-	-	-	-	-	-	-



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Resolution No. 2 - As a Special Resolution

To approve the raising of capital through Qualified Institutions Placement for an aggregate amount not exceeding ₹ 150 Crores (Rupees One Hundred Fifty Crore only) by the issue of Equity Shares of face value of ₹ 10/- each

Particulars	Remote E-Voting		E-Voting at EGM		Total		Percentage of Votes Cast (%)
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	
Assent	77	14279799	2	1027	79	14280826	99.996
Dissent	1	510	0	0	1	510	0.004
Total	78	14280309	2	1027	80	14281336	100.00
Invalid/ Abstain	-	-	-	-	-	-	-

Resolution No. 3 - As a Special Resolution

To appoint Ms. Nandini Khaitan (DIN: 06941351) as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years.

Particulars	Remote E-Voting		E-Voting at EGM		Total		Percentage of Votes Cast (%)
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	
Assent	77	14279799	2	1027	79	14280826	99.996
Dissent	1	510	0	0	1	510	0.004
Total	78	14280309	2	1027	80	14281336	100.00
Invalid/ Abstain	-	-	-	-	-	-	-

Based on the aforesaid results, resolution nos. 1, 2 and 3 as contained in the EGM Notice have been passed with the requisite majority.



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6. Custody of Records

All the relevant records relating to the remote e-voting and e-voting during the EGM 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.

Thanking you,

Girish Bhatia
Company Secretary in Practice

Girish

Place: Kolkata
Date: January 16, 2024

CS Girish Bhatia
FCS No.: 3295 CP No.: 13792
Peer Review: 2011/2022
UDIN: F003295E003224502



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 at the Extra Ordinary General Meeting held on January 16, 2024

Date of EGM	January 16, 2024
Total Number of shareholders on record date (i.e. January 9, 2024)	29812
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	9 26


For Xpro India Limited


Kamal Kishor Sewoda
Company Secretary

Agenda - wise disclosure

Resolution No. 1			To issue and allot up to 14,35,750 warrants, each carrying a right to subscribe 1 Equity Share of the Company, at an issue price of ₹ 975/- (Rupees Nine Hundred Seventy-Five only) per warrant including a premium of ₹ 965/- (Rupees Nine Hundred Sixty-Five only), on a preferential allotment basis.					
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	9355926	9352573	99.964%	9352573	0	100.000%	0.000%
	E-voting at the EGM		0	0.000%	0	0	0.000%	0.000%
	Total	9355926	9352573	99.964%	9352573	0	100.000%	0.000%
Public - Institutions	Remote e-voting	2590152	2558989	98.797%	2558989	0	100.000%	0.000%
	E-voting at the EGM		0	0.000%	0	0	0.000%	0.000%
	Total	2590152	2558989	98.797%	2558989	0	100.000%	0.000%
Public - Non Institutions	Remote e-voting	8726166	2368747	27.145%	2368237	510	99.978%	0.022%
	E-voting at the EGM		1027	0.012%	1027	0	100.000%	0.000%
	Total	8726166	2369774	27.157%	2369264	510	99.978%	0.022%
Total		20672244	14281336	69.085%	14280826	510	99.996%	0.004%

For Xpro India Limited


Kamal Kishor Sewoda
Company Secretary

Resolution No. 2			To approve the raising of capital through Qualified Institutions Placement for an aggregate amount not exceeding ₹ 150 Crores (Rupees One Hundred Fifty Crore only) by the issue of Equity Shares of face value of ₹ 10/- each					
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	99.964%	9352573	0	100.000%	0.000%
	E-voting at the EGM		0	0.000%	0	0	0.000%	0.000%
	Total	9355926	9352573	99.964%	9352573	0	100.000%	0.000%
Public - Institutions	Remote e-voting	2590152	2558989	98.797%	2558989	0	100.000%	0.000%
	E-voting at the EGM		0	0.000%	0	0	0.000%	0.000%
	Total	2590152	2558989	98.797%	2558989	0	100.000%	0.000%
Public - Non Institutions	Remote e-voting	8726166	2368747	27.145%	2368237	510	99.978%	0.022%
	E-voting at the EGM		1027	0.000%	1027	0	0.000%	0.000%
	Total	8726166	2369774	27.157%	2369264	510	99.978%	0.022%
Total		20672244	14281336	69.085%	14280826	510	99.996%	0.004%

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Company Secretary

Resolution No. 3			To appoint Ms. Nandini Khaitan (DIN: 06941351) as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years.					
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	99.964%	9352573	0	100.000%	0.000%
	E-voting at the EGM		0	0.000%	0	0	0.000%	0.000%
	Total	9355926	9352573	99.964%	9352573	0	100.000%	0.000%
Public - Institutions	Remote e-voting	2590152	2558989	98.797%	2558989	0	100.000%	0.000%
	E-voting at the EGM		0	0.000%	0	0	0.000%	0.000%
	Total	2590152	2558989	98.797%	2558989	0	100.000%	0.000%
Public - Non Institutions	Remote e-voting	8726166	2368747	27.145%	2368237	510	99.978%	0.022%
	E-voting at the EGM		1027	0.000%	1027	0	0.000%	0.000%
	Total	8726166	2369774	27.157%	2369264	510	99.978%	0.022%
Total		20672244	14281336	69.085%	14280826	510	99.996%	0.004%

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