

XPRO INDIA LIMITED



Birla Building (2nd Floor),
9/1, R. N. Mukherjee Road,
Kolkata - 700 001, India

Tel : +91-33-30573700/30410900
e-mail : xprocal@xproindia.com

February 26, 2018

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 Sir,

Sub : Results of the Postal Ballot

Further to our letter dated January 23, 2018 and as required under Regulation 44(3) of SEBI (LODR) Regulation, 2015, we are pleased to inform you that the resolution as set out in the Postal Ballot Notice dated January 4, 2018 for sale, transfer and/or otherwise dispose of the whole or substantially the whole of the Company's Pithampur Unit has been passed by the members of the Company with requisite majority.

In this regard, please find enclosed herewith Postal Ballot Results alongwith Scrutinizers' Reports.

Thanking you,

Yours faithfully,
For XPRO INDIA LTD


S. C. JAIN
Company Secretary

Enc: a/a

CC: M/s Central Depository Services (India) Ltd.
Phiroze Jeejeebhoy Towers, 17th Floor,
Dalal Street,
Mumbai - 400 001

XPRO INDIA LIMITED

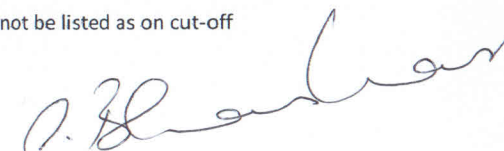
Results of Voting by Postal Ballot (Physical & Remote Evoting) concluded on February 23, 2018 at 5.00 p.m.

| | |
|---|---|
| Date of Deemed EGM for passing of Special Resolution by Postal Ballot | February 23, 2018 |
| Total Number of shareholders on record date | 27259 |
| 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 Postal Ballot & Remote Evoting) |
| No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public: | N.A. (As the Voting was through Postal Ballot & Remote Evoting) |

Agenda - wise disclosure

| Resolution No. 1 | | | Authorisation to the Board to sell, transfer and/or otherwise dispose of the whole or substantially the whole of the Company's Pithampur Unit. | | | | | |
|--|----------------|---------------------------|--|--|---------------------------------|-------------------------------|--|---|
| 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 | Evoting | 204236 | 204236 | 0.00% | 204236 | 0 | 100.00% | 0.00% |
| | Postal Ballot | 5630050 | 5630050 | 100.00% | 5630050 | 0 | 100.00% | 0.00% |
| | Total | 5834286 | 5834286 | 100.00% | 5834286 | 0 | 100.00% | 0.00% |
| Public - Institutions | Evoting | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public - Non Institutions | Evoting | 384540 | 384540 | 100.00% | 384539 | 1 | 100.00% | 0.00% |
| | Postal Ballot | 3110 | 3110 | 100.00% | 3088 | 22 | 99.29% | 0.71% |
| | Total | 387650 | 387650 | 100.00% | 387627 | 23 | 99.99% | 0.01% |
| Total | | 6221936 | 6221936 | 100.00% | 6221913 | 23 | 100.00% | 0.00% |

Note: 1,54,000 Equity Shares, issued and allotted on December 7, 2017 under ESOPs to Eligible employees of the Company, could not be listed as on cut-off date of January 16, 2018, hence could not participate for Postal Ballot.



K.C.KHOWALA

(Practicing Company Secretary)

FORM NO. MGT – 13

Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

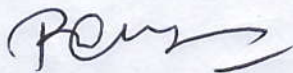
To,
The Chairman
Xpro India Limited
Barjora-Mejia Road,
P.O. Ghutgoria, Tehsil: Barjora,
Distt: Bankura,
West Bengal 722 202

Dear Sir,

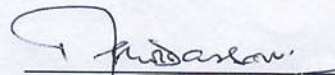
I, K. C. Khowala, Company Secretary (Membership No. ACS 4695 & CP No.2421) having my office at 27, Weston Street, Room No. 205, Kolkata – 700 012, have been appointed as a Scrutinizer of Xpro India Limited ("the Company") for the purpose of scrutinizing the Postal Ballot Voting (Physical & Remote Evoting) process in a fair and transparent manner and ascertaining the results of voting carried out as per the provisions of the Companies Act, 2013 and the Rules made thereunder on the **Special Resolution relating to authorisation of the Board of Directors of the Company to sell/transfer and/or otherwise dispose of the whole or substantially the whole of the Company's Pithampur Unit.**

I submit my report as under:

1. The Postal Ballot Notice along with Postal Ballot Form was sent to all the members whose names appear in the register of members of the Company or in the statement of beneficial owners received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the "cut off" date i.e., January 16, 2018. The Company had also provided its shareholders the facility of Remote Evoting and the remote e-voting period remained open from January 25, 2018 (9.00 a.m.) to February 23, 2018 (5.00 p.m.).
2. The E- votes were unblocked on February 23, 2018 by me in the presence of two witnesses, Mr. P. K. Chhawchharia and Mr. Ashok Kumar Dassani, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Name: P. K. Chhawchharia



Name: Ashok Kumar Dassani

3. A summarized statement of results of e-voting was downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>) which is enclosed as **Annexure – A**.
4. The Physical Ballot Forms received from the shareholders were opened by me after the time fixed for closing of the postal ballot process in the presence of above witnesses and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorisations lodged with the Company.



27, Weston Street, 2nd Floor, Room No.: 205, Kolkata- 700 012.

Ph: 033-22114023, (M) 9831025638.

E-Mail: khowalac_5@hotmail.com

K. C. KHOWALA

(Practicing Company Secretary)

5. I have found 3 (Three) ballot papers invalid.
6. The results of the Voting by Postal Ballot (both Physical & Remote E-voting) are as under:

(i) Voted in favour of the resolution :

| Number of members voted through physical ballot form and electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 87 | 62,21,913 | 100.00 |

(ii) Vote against the resolution :

| Number of members voted through physical ballot form and electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 4 | 23 | 0.00 (Negligible) |

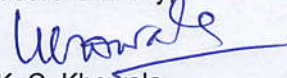
(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 3 | 39 |

7. The summarised details of results of voting through Postal Ballot (both physical & remote e-voting) are enclosed herewith in the prescribed format.
8. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

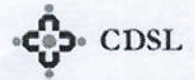
Yours faithfully,


K. C. Khowala
Practicing Company Secretary
Membership No. ACS 4695



Place : Kolkata

Dated : February 23, 2018



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Ballot Details

Voting Result as of today.

EVSN 180115006 for XPRO INDIA LIMITED
 ISIN INE445C01015 XPRO INDIA LIMITED
 Nominal Value 10
 Voting Rights 1
 Total Folios Voted 76
 No of Votes 588776

| Res. No. | | | | | Total Count | Total |
|----------|----|------------------|---|-----------|-------------|--------|
| 1 | 75 | 588775 (100.00%) | 1 | 1 (0.00%) | 76 | 588776 |

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Unusual

XPRO INDIA LIMITED

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| | Total | 5834286 | 5834286 | 100.00% | 5834286 | 0 | 100.00% | 0.00% |
| Public - Institutions | Evoting | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public - Non Institutions | Evoting | 384540 | 384540 | 100.00% | 384539 | 1 | 100.00% | 0.00% |
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