

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

August 10, 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 : Disclosure of Voting Results of the 21st Annual General Meeting of the Company held on August 10, 2018.

As required under Regulation 44(3) of SEBI (LODR) Regulation, 2015, please find enclosed herewith the details of voting results of the poll ordered at the AGM and the remote e-voting (held between August 7, 2018 to August 9, 2018) opted by the shareholders on all the resolutions from Item No. 1 to 7 of the Notice of the 21st AGM 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.
25th Floor, Marathon Futurex,
N M Joshi Marg, Lower Parel (East),
Mumbai - 400013

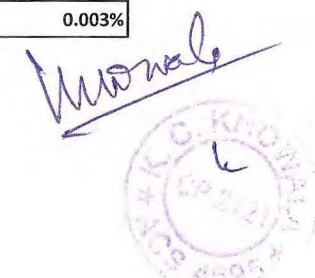
XPRO INDIA LIMITED

Results of Voting at the 21st AGM held on August 10, 2018

Date of AGM	August 10, 2018
Total Number of shareholders on record date	26754
No. of Shareholders present in the meeting either in person or through proxy:	58
Promoters and Promoter Group:	10
Public:	48
No. of Shareholders attended the meeting through Video Conferencing:	None
Promoters and Promoter Group:	None
Public:	None

Agenda - wise disclosure

Resolution No. 1		Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2018.						
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	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
	Total	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
Public - Institutions	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	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	125216	125216	100.00%	125048	168	99.87%	0.13%
	Poll	369732	369732	100.00%	369732	0	100.00%	0.00%
	Total	494948	494948	100.00%	494780	168	99.97%	0.03%
Total		6404234	6404234	100.00%	6404066	168	99.997%	0.003%



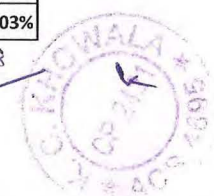
Resolution No. 2			Re-appointment of Smt. Madhushree Birla as Director.					
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled 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	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
	Total	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
Public - Institutions	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	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	125216	125216	100.00%	125216	0	100.00%	0.00%
	Poll	369732	369732	100.00%	369732	0	100.00%	0.00%
	Total	494948	494948	100.00%	494948	0	100.00%	0.00%
Total		6404234	6404234	100.00%	6404234	0	100.00%	0.00%

Resolution No. 3			Reappointment of Sri C Bhaskar as Managing Director and Chief Executive Officer of the Company for a term of three years with effect from January 1, 2018.					
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	0	0	0.00%	0	0	0.00%	0.00%
	Poll	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
	Total	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
Public - Institutions	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	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	125216	125216	100.00%	125048	168	99.87%	0.13%
	Poll	369732	369732	100.00%	369732	0	100.00%	0.00%
	Total	494948	494948	100.00%	494780	168	99.97%	0.03%
Total		6404234	6404234	100.00%	6404066	168	99.997%	0.003%



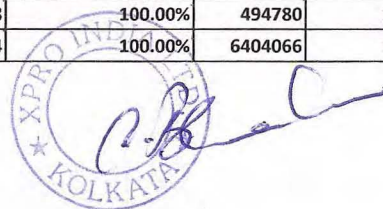
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Resolution No. 4			Reorganisation of entire Authorised Share Capital of the Company into equity shares and consequently alteration of the existing Clause V of the Memorandum of Association of the Company.					
Resolution Required : (Ordinary/Special)			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	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
	Total	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
Public - Institutions	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	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	125216	125216	100.00%	125048	168	99.87%	0.13%
	Poll	369732	369732	100.00%	369732	0	100.00%	0.00%
	Total	494948	494948	100.00%	494780	168	99.97%	0.03%
Total		6404234	6404234	100.00%	6404066	168	99.997%	0.003%

Resolution No. 5			Ratification of Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board to fill the casual vacancy in the office of the Cost Auditors for the Financial Year 2017-18.					
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	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
	Total	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
Public - Institutions	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	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	125216	125216	100.00%	125048	168	99.87%	0.13%
	Poll	369732	369732	100.00%	369732	0	100.00%	0.00%
	Total	494948	494948	100.00%	494780	168	99.97%	0.03%
Total		6404234	6404234	100.00%	6404066	168	99.997%	0.003%

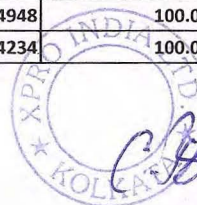


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Resolution No. 6			Ratification of Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board for the Financial Year 2018-19.					
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter 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	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
	Total	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
Public - Institutions	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	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	125216	125216	100.00%	125048	168	99.87%	0.13%
	Poll	369732	369732	100.00%	369732	0	100.00%	0.00%
	Total	494948	494948	100.00%	494780	168	99.97%	0.03%
Total		6404234	6404234	100.00%	6404066	168	99.997%	0.003%

Resolution No. 7			To Charge a fees of Rs.100/- per document from a member who requests for delivery of any document through a particular mode as per Section 20 of the Companies Act.					
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	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
	Total	5909286	5909286	100.00%	5909286	0	100.00%	0.00%
Public - Institutions	Evoting	0	0	0.00%	0	0	0.00%	0.00%
	Poll	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	125216	125216	100.00%	124951	265	99.79%	0.21%
	Poll	369732	369732	100.00%	369732	0	100.00%	0.00%
	Total	494948	494948	100.00%	494683	265	99.95%	0.05%
Total		6404234	6404234	100.00%	6403969	265	99.996%	0.004%



Signature

W. W. W.



K.C.KHOWALA

(Practicing Company Secretary)

FORM NO. MGT – 13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

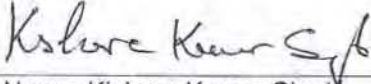
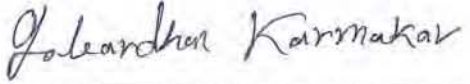
The Chairman

21st Annual General Meeting of the Equity Shareholders of Xpro India Limited
held on Friday, August 10, 2018 at 10.30 a.m.
at 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 the poll taken on the below mentioned resolutions(s), at the 21st Annual General Meeting of the Equity Shareholders of Xpro India Limited, held on Friday, August 10, 2018 at 10.30 a.m. at the Registered Office of the Company at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal 722 202, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company, in the presence of two witnesses, Mr. Kishore Kumar Singh and Mr. Govardhan Karmakar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

 Name: Kishore Kumar Singh	 Name: Govardhan Karmakar
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3. I did not find any poll papers invalid.
4. The results of the polls are as under:
 - (a) Resolution 1 - Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2018.

K.C.KHOWALA

(Practicing Company Secretary)

(i) Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	6279018	100

(ii) Vote against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
None	None	None

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

(b) Resolution 2 - Re-appointment of Smt. Madhushree Birla as Director.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	6279018	100

(ii) Vote against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
None	None	None

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None



K.C.KHOWALA

(Practicing Company Secretary)

- (c) Resolution 3 – Reappointment of Sri C Bhaskar as Managing Director and Chief Executive Officer of the Company for a term of three years with effect from January 1, 2018.

(i) Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	6279018	100

(ii) Vote **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
None	None	None

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

- (d) Resolution 4– Reorganisation of entire Authorised Share Capital of the Company into equity shares and consequently alteration of the existing Clause V of the Memorandum of Association of the Company.

(i) Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	6279018	100

(ii) Vote **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
None	None	None

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None



K.C.KHOWALA

(Practicing Company Secretary)

- (e) Resolution 5 - Ratification of Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board to fill the casual vacancy in the office of the Cost Auditors for the Financial Year 2017-18.

- (i) Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	6279018	100

- (ii) Vote **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
None	None	None

- (iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

- (f) Resolution 6 - Ratification of Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board for the Financial Year 2018-19.

- (i) Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	6279018	100

- (ii) Vote **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
None	None	None

- (iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None



K.C.KHOWALA

(Practicing Company Secretary)

- (g) Resolution 7 - To Charge a fees of Rs.100/- per document from a member who requests for delivery of any document through a particular mode as per Section 20 of the Companies Act.

(i) Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	6279018	100

(ii) Vote **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
None	None	None

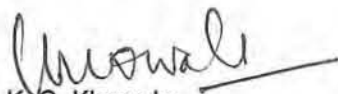
(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. 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 : Barjora

Dated : August 10, 2018

XPRO INDIA LIMITED
Registered Office : Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Dist. Bankura
West Bengal - 722 202, India

LIST OF SHAREHOLDERS WHO VOTED (ON POLL TAKEN AT THE AGM VENUE) "FOR", "AGAINST" AND WHOSE VOTES WERE DECLARED INVALID FOR RESOLUTIONS AT THE 21ST ANNUAL GENERAL MEETING HELD ON 10TH AUGUST, 2018 AT 10.30 A.M. AT REGISTERED OFFICE OF XPRO INDIA LIMITED

"Y" means "FOR" ; "N" means "AGAINST" and "X" means "INVALID"

Sl. No.	Shareholder's Name	Name of Proxy	Ledger Folio No./ DP ID & Client ID	No. of Shares held	Resolution / Item Nos.							
					1	2	3	4	5	6	7	
1	iPro Capital Limited	Sri H. Bakshi	IN301055-10737280	2940000	Y	Y	Y	Y	Y	Y	Y	Y
2	Intellipro Finance Pvt. Ltd.	Sri S. C. Jain	IN301055-10818947	2305000	Y	Y	Y	Y	Y	Y	Y	Y
3	Birla Holdings Limited	Sri Sanjay Kumar Dalmiya	IN301151-22195871	166650	Y	Y	Y	Y	Y	Y	Y	Y
4	Birla Eastern Ltd.	Sri Sanjay Kumar Dalmiya	IN301055-10858764	18400	Y	Y	Y	Y	Y	Y	Y	Y
5	Central India General Agents Limited	Sri Sanjay Kumar Dalmiya	IN300222-10039845	275000	Y	Y	Y	Y	Y	Y	Y	Y
6	Syt. Sidharth Kumar Birla	Sri Sanjay Kumar Dalmiya	IN300476-40114764	201875	Y	Y	Y	Y	Y	Y	Y	Y
7	Smt. Madhushree Birla	Sri Sanjay Kumar Dalmiya	IN300476-40134680	125	Y	Y	Y	Y	Y	Y	Y	Y
8	Sri Sudarshan Kumar Birla	Sri Sanjay Kumar Dalmiya	IN300183-11741550	553	Y	Y	Y	Y	Y	Y	Y	Y
9	M/s Sudarshan Kumar Birla (HUF)	Sri Sanjay Kumar Dalmiya	IN301549-35204917	156	Y	Y	Y	Y	Y	Y	Y	Y
10	Smt. Sumangala Birla	Sri Sanjay Kumar Dalmiya	IN300476-40152702	1527	Y	Y	Y	Y	Y	Y	Y	Y
Promoters & Promoter Group (A)				5909286								
1	Sri S. Ragothaman		IN300183-10112884 IN300183-10112876	68493 3688	Evoted and Physically Present, but not participated in Poll							
2	Sri C. Bhaskar		IN300183-12276925 IN301151-27951470 IN300183-10030715	1 22580 30000	Evoted and Physically Present, but not participated in Poll							
1	Sri Sayar Chand Jain		IN301055-10856172	5	Y	Y	Y	Y	Y	Y	Y	Y
2	Sri Himangshu Bakshi		IN303028-50298489 IN303028-51012132	22050 1	Y	Y	Y	Y	Y	Y	Y	Y
3	Sri Vinay Kumar Agarwal		IN301549-17193256	10100	Y	-Y	Y	Y	Y	Y	Y	Y
4	Sri Sanjay Kumar Dalmiya		74857	1	Y	Y	Y	Y	Y	Y	Y	Y
5	Sri Pulak Kumar Bandopadhyay		IN302902-42212358	100	Y	Y	Y	Y	Y	Y	Y	Y
6	Sri Dilip Kumar Mohanta		73405	5	Y	Y	Y	Y	Y	Y	Y	Y
7	Sri Dhurba Prasad Sarkar		73409	1	Y	Y	Y	Y	Y	Y	Y	Y
8	Sri Uttam Kumar Mukhopadhyay		64347	19	Y	Y	Y	Y	Y	Y	Y	Y
9	Sri Arup Modak		73408	5	Y	Y	Y	Y	Y	Y	Y	Y
10	Sri Samir Dutta		73406	5	Y	Y	Y	Y	Y	Y	Y	Y
11	Sri Probal Kanti Bandhapadhyay		73659	5	Y	Y	Y	Y	Y	Y	Y	Y
12	Sri Amit Ghosh		75276	1	Y	Y	Y	Y	Y	Y	Y	Y
13	Sri Arup Beria		75277	1	Y	Y	Y	Y	Y	Y	Y	Y
14	Sri Bishnu Dey		75278	1	Y	Y	Y	Y	Y	Y	Y	Y
15	Sri Debidas Mukherjee		75279	1	Y	Y	Y	Y	Y	Y	Y	Y
16	Sri Goutam Kumar Bhui		75280	1	Y	Y	Y	Y	Y	Y	Y	Y
17	Sri Jayanta Ranjan Dey		75281	1	Y	Y	Y	Y	Y	Y	Y	Y
18	Sri Kallol Ghosh		75282	1	Y	Y	Y	Y	Y	Y	Y	Y



Sl. No.	Shareholder's Name	Name of Proxy	Ledger Folio No./ DP ID & Client ID	No. of Shares held	Resolution / Item Nos.						
					1	2	3	4	5	6	7
19	Sri Lakshmi Singh		75283	1	Y	Y	Y	Y	Y	Y	Y
20	Sri Raj Narayan Pandey		75285	1	Y	Y	Y	Y	Y	Y	Y
21	Sri Rajib Sen		75286	1	Y	Y	Y	Y	Y	Y	Y
22	Sri Syed Akhtar Ali		75288	1	Y	Y	Y	Y	Y	Y	Y
23	Sri Partha Sarathi Chakraborty		75324	5	Y	Y	Y	Y	Y	Y	Y
24	Sri Himansu Sekhar Sahoo		75346	1	Y	Y	Y	Y	Y	Y	Y
25	Sri Anup Kumar Das		75348	1	Y	Y	Y	Y	Y	Y	Y
26	Sri Dipankar Dey		75415	1	Y	Y	Y	Y	Y	Y	Y
27	Sri Ashok Brahma		75416	1	Y	Y	Y	Y	Y	Y	Y
28	Sri D. N. Bhattacharya		75418	1	Y	Y	Y	Y	Y	Y	Y
29	Sri Subhasish Mazumdar		75475	1	Y	Y	Y	Y	Y	Y	Y
30	Sri Subhendu Goswami		75529	1	Y	Y	Y	Y	Y	Y	Y
31	Sri Sudip Samanta		75566	1	Y	Y	Y	Y	Y	Y	Y
32	Sri Ankit Anand		75567	1	Y	Y	Y	Y	Y	Y	Y
33	Ms. Meenakshi Birla	Sri Sanjay Kumar Dalmiya	IN301549-30356103	175000	Y	Y	Y	Y	Y	Y	Y
34	Smt. Vasusri Jhaver	Sri Sanjay Kumar Dalmiya	IN301549-18744246	52448	Y	Y	Y	Y	Y	Y	Y
35	Sri Utsav Parekh	Sri Sanjay Kumar Dalmiya	1201600000036974 IN301629-10004424	36801 14000	Y Y	Y Y	Y Y	Y Y	Y Y	Y Y	Y Y
36	Nand Kishore Poddar HUF	Sri Sanjay Kumar Dalmiya	1301760000268625	500	Y	Y	Y	Y	Y	Y	Y
37	Sri Anil Kumar Jain	Sri Sanjay Kumar Dalmiya	IN301151/25207929	10000	Y	Y	Y	Y	Y	Y	Y
38	Sri Satish Mahabirprasad Agarwal	Sri Sanjay Kumar Dalmiya	1202300000013496	2000	Y	Y	Y	Y	Y	Y	Y
39	Smt. Abha Jain	Sri Sanjay Kumar Dalmiya	IN300476-40945757	105	Y	Y	Y	Y	Y	Y	Y
40	Sri Vijay Kumar Madan	Sri Sanjay Kumar Dalmiya	IN300476-41610463	7000	Y	Y	Y	Y	Y	Y	Y
41	Sri S. Vijaya Ragavan	Sri Sanjay Kumar Dalmiya	13751	65	Y	-Y	Y	Y	Y	Y	Y
42	Sri Natarajan Ravindran	Sri Sanjay Kumar Dalmiya	75022 IN300597/10209169	15000 10000	Y Y	Y Y	Y Y	Y Y	Y Y	Y Y	Y Y
43	Sri Gopalakrishna Akshayalingam Murthy	Sri Sanjay Kumar Dalmiya	70807	100	Y	Y	Y	Y	Y	Y	Y
44	Sri Umrao Chand Jain	Sri Sanjay Kumar Dalmiya	IN300214-13860671	391	Y	Y	Y	Y	Y	Y	Y
45	Sri Umesh Kumar Saraf	Sri Sanjay Kumar Dalmiya	IN300861/10189591	10000	Y	Y	Y	Y	Y	Y	Y
46	Sri Sunil Mehta	Sri Sanjay Kumar Dalmiya	IN301549/30497086	4000	Y	Y	Y	Y	Y	Y	Y
Public - Non Institutions (B)				369732							



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

21st Annual General Meeting of the Equity Shareholders of Xpro India Limited
held on Friday, August 10, 2018 at 10.30 a.m.
at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal 722 202

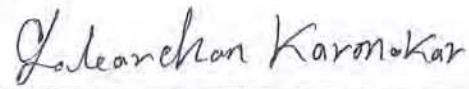
Dear Sir,

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 remote e-voting process in a fair and transparent manner and ascertaining the results of e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions(s), at the 21st Annual General Meeting of the Equity Shareholders of Xpro India Limited, held on Friday, August 10, 2018 at 10.30 a.m. at the Registered Office of the Company at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil:Barjora, Distt: Bankura, West Bengal - 722202. I submit my report as under:

1. The remote e-voting period remained open from August 7, 2018 (9.00 a.m.) to August 9, 2018 (5.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e., August 4, 2018 were entitled to vote on the proposed resolutions (Item nos. 1 to 7 as set out in the Notice of the 21st AGM of Xpro India Limited).
3. The votes were unblocked on August 10, 2018 by me in the presence of two witnesses, Mr. Kishore Kumar Singh and Mr. Govardhan Karmakar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Name: Kishore Kumar Singh



Name: Govardhan Karmakar

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>) – Annexure – A

K.C.KHOWALA

(Practicing Company Secretary)

5. The results of the e-voting are as under:

(a) Resolution 1 - Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2018.

(i) Voted **in favour** of the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
13	125048	100

(ii) Vote **against** the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	168	100

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

(b) Resolution 2 - Re-appointment of Smt. Madhushree Birla as Director.

(i) Voted **in favour** of the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
14	125216	100

(ii) Vote **against** the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
None	None	None

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None



K.C.KHOWALA

(Practicing Company Secretary)

- (c) Resolution 3 – Reappointment of Sri C Bhaskar as Managing Director and Chief Executive Officer of the Company for a term of three years with effect from January 1, 2018.

(i) Voted **in favour** of the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
13	125048	100

(ii) Vote **against** the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	168	100

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

- (d) Resolution 4– Reorganisation of entire Authorised Share Capital of the Company into equity shares and consequently alteration of the existing Clause V of the Memorandum of Association of the Company.

(i) Voted **in favour** of the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
13	125048	100

(ii) Vote **against** the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	168	100

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None



K.C.KHOWALA

(Practicing Company Secretary)

- (e) Resolution 5 - Ratification of Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board to fill the casual vacancy in the office of the Cost Auditors for the Financial Year 2017-18.

(i) Voted **in favour** of the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
13	125048	100

(ii) Vote **against** the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	168	100

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

- (f) Resolution 6 - Ratification of Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board for the Financial Year 2018-19.

(i) Voted **in favour** of the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
13	125048	100

(ii) Vote **against** the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	168	100

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None



K.C.KHOWALA

(Practicing Company Secretary)

- (g) Resolution 7 - To Charge a fees of Rs.100/- per document from a member who requests for delivery of any document through a particular mode as per Section 20 of the Companies Act.

(i) Voted **in favour** of the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
12	124951	100

(ii) Vote **against** the resolution :

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
2	265	100

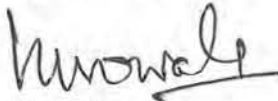
(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

6. The Register and all other papers relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



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



Place : Barjora

Dated : August 10, 2018

Report Generation Date and Time : 10-08-2018:11:21:24

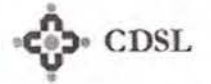
EVSN
180731001

ISIN **No of Folios Voted**
INE445C01015 14

Voting Start Date and Time : 07-08-2018 09:00
Voting End Date and Time : 09-08-2018 17:00
Meeting Date and Start Time :10-08-2018 10:30
Voting Finalisation Date and Time: 10-08-2018 11:21

Res. No.	Yes Count	Yes (%)	No Count	No (%)	TotalCount	Total
1	13	125048 (99.87%)	1	168 (0.13%)	14	125216.000
2	14	125216 (100%)	0	0 (0%)	14	125216.000
3	13	125048 (99.87%)	1	168 (0.13%)	14	125216.000
4	13	125048 (99.87%)	1	168 (0.13%)	14	125216.000
5	13	125048 (99.87%)	1	168 (0.13%)	14	125216.000
6	13	125048 (99.87%)	1	168 (0.13%)	14	125216.000
7	12	124951 (99.79%)	2	265 (0.21%)	14	125216.000





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- Vote Verification
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Ballot Details

Voting Result as of today.

EVSN 180731001 for XPRO INDIA LIMITED
 ISIN INE445C01015 XPRO INDIA LIMITED - EQUITY SHARES
 Nominal Value 10
 Voting Rights 1
 Total Folios Voted 14
 No of Votes 125216

Res. No.					Total Count	Total
1	13	125048 (99.87%)	1	168 (0.13%)	14	125216
2	14	125216 (100.00%)	0	0 (0.00%)	14	125216
3	13	125048 (99.87%)	1	168 (0.13%)	14	125216
4	13	125048 (99.87%)	1	168 (0.13%)	14	125216
5	13	125048 (99.87%)	1	168 (0.13%)	14	125216
6	13	125048 (99.87%)	1	168 (0.13%)	14	125216
7	12	124951 (99.79%)	2	265 (0.21%)	14	125216

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