

# 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**

17<sup>th</sup> Annual General Meeting of the Equity Shareholders of Xpro India Limited  
to be held on Thursday, July 31, 2014 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 its 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 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 17<sup>th</sup> Annual General Meeting of the Equity Shareholders of Xpro India Limited, to be held on Thursday, July 31, 2014 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. I submit my report as under:

1. The e-voting period remained open from July 24, 2014 (9.00 a.m.) to July 26, 2014 (6.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e., June 20, 2014 were entitled to vote on the proposed resolutions (Item no. 1 to 14 as set out in the Notice of the 17<sup>th</sup> AGM of Xpro India Limited).
3. The votes were unblocked on July 26, 2014 around 6.05 p.m. in the presence of two witnesses, Mr. Ashok Kumar Dassani (residing at Block-5, Flat No. 6C, Regent Court, Raghunathpur, VIP Road, Kolkata – 700 059) and Mr. P. K. Chhawchharia (residing at 212, Canal Street, Building 13, Flat No. 1/D, Kolkata – 700 048) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Ashok Kumar Dassani



Name: P. K. Chhawchharia

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



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

(a) Resolution 1 - Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2014.

(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
16	42,932	100.00%

(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

(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
15	42,892	99.91%

(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	40	0.09%

(iii) **Invalid** votes :

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



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- (c) Resolution 3 - Appointment of Auditors M/s Deloitte Haskins & Sells for a term of three years and fixing their remuneration.

(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
16	42,932	100.00%

(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

- (d) Resolution 4 - Reappointment of Sri Sidharth Birla, Chairman in the whole time employment 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
15	42,822	99.74%

(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	110	0.26%

(iii) **Invalid** votes :

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



# K.C.KHOWALA

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(e) Resolution 5 - Alteration of Article 143 of the Articles of Association

(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
16	42,932	100.00%

(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

(f) Resolution 6 - Appointment of Sri Haigreve Khaitan as an Independent 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	42,696	99.74%

(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	110	0.26%

(iii) **Invalid** votes :

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



# K.C.KHOWALA

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(g) Resolution 7 - Appointment of Sri P. Murari as an Independent 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
16	42,932	100.00%

(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

(h) Resolution 8 - Appointment of Sri Amitabha Guha as an Independent Director.

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

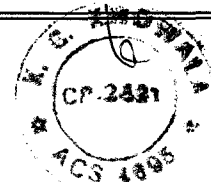
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
16	42,932	100.00%

(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)

(i) Resolution 9 - Appointment of Sri Utsav Parekh as an Independent 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
15	42,806	100.00%

(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

(j) Resolution 10 - Appointment of Sri S. Ragothaman as an Independent 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
16	42,922	100.00%

(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

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(k) Resolution 11 - Appointment of Sri Ashok Kumar Jha as an Independent 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
15	42,822	99.74%

(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	110	0.26%

(iii) **Invalid** votes :

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

(l) Resolution 12 - Consent to the Board to borrow u/s 180(1)(c) upto Rs.500 Crores.

(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
16	42,932	100.00%

(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

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(m) Resolution 13 - Consent to the Board for creation of charge u/s 180(1)(a).

(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
15	42,927	100.00%

(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

(n) Resolution 14 - Consent to the Board to contribute to Charitable and other Funds u/s 181.

(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
15	42,922	100.00%

(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





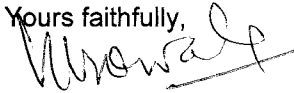
# K.C.KHOWALA

(Practicing Company Secretary)

6. The Register and all other papers relating to electronic voting shall remain in our 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 : Kolkata

Dated : July 29, 2014

Annexure-A

Welcome MR. K.C.KHOWALA (KHOWALA1952)

Last Login Time: 2014-07-26 18:04:34

- Home
- e-Voting
- User Profile
- News&Results
- Logout

**e-Voting**

**View/Authorize e-Voting Results**

ISIN Name	: XPRO INDIA LIMITED EQ		
EVEN	: 100394	ISIN	: INE445C01015
Resolution File	: <a href="#">Download File</a>	Logo File	: <a href="#">Download File</a>
Record Date	: 2014-06-24	Voting Start Date	: 2014-07-24
Voting End Date	: 2014-07-26	Voting Result Date	: 2014-07-31

Resolution	: <b>Adoption of Annual Accounts</b>		
Description	: To consider and adopt the Directors Report and the audited financial statements of the Company for the financial year ended March 31, 2014 and the Auditors Report thereon.		

I/We Assent To The Resolution(For/ Yes/ Favour)	42932.000
I/We Dissent To The Resolution(Against/ No)	0.000

Resolution	: <b>Appointment of Director</b>		
Description	: To appoint a Director in place of Smt Madhusree Birla (DIN: 00004224) who retires by rotation and being eligible, offer herself for re-appointment.		

I/We Assent To The Resolution(For/ Yes/ Favour)	42892.000
I/We Dissent To The Resolution(Against/ No)	40.000

Resolution	: <b>Appointment of Auditors</b>		
Description	: Resolved that M/s. Deloitte, Haskin & Sells, Chartered Accountants (Registration No. 117365W), Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting, until the conclusion of the twentieth Annual General Meeting of the Company (i.e. for a term of three years)at a remuneration to be decided by the Board of Directors in consultation with M/s. Deloitte, Haskin & Sells.		

I/We Assent To The Resolution(For/ Yes/ Favour)	42932.000
I/We Dissent To The Resolution(Against/ No)	0.000

Resolution	: <b>As a Special Resolution</b>		
Description	: Special Resolution under sections 198, 269, 309& 310 of the Company Act 1956 read with schedule XIII and other applicable provisions, if any, of the Company Act 1956 and/or section 197 read with schedule V to the Company Act 2013 or any re-enactment thereof, the Company hereby approves the re-appointment of Sri Sidhartha Birla (DIN: 00004213), Chairman in the whole time employment of the Company for a period of three years with effect from March 1, 2014 to February 28, 2017 and remuneration paid/payable for the aforesaid period.		

I/We Assent To The Resolution(For/ Yes/ Favour)	42822.000
I/We Dissent To The Resolution(Against/ No)	110.000

Resolution	: <b>As a Special Resolution</b>		
Description	: Resolved that pursuant to section 14 and other applicable provisions, if any, of the Companies Act, 2013, the existing Article 143 of the Articles of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead the following as new Article 143. At every Annual General Meeting of the Company, all the Directors of the Company, other than Independent Directors and Whole-time Directors are liable to retire by rotation.		

I/We Assent To The Resolution(For/ Yes/ Favour)	42932.000
I/We Dissent To The Resolution(Against/ No)	0.000

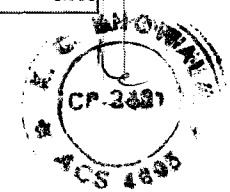
Resolution	: <b>Ordinary Resolution</b>		
Description	: Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Sri Haigreve Khaitan (DIN:00005290), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office until the conclusion of the fifth consecutive Annual General Meeting of the Company hereafter.		

I/We Assent To The Resolution(For/ Yes/ Favour)	42696.000
I/We Dissent To The Resolution(Against/ No)	110.000

Resolution	: <b>Ordinary Resolution</b>		
Description	: Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Sri P. Murari (DIN:00020437), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office until the conclusion of the fifth consecutive Annual General Meeting of the Company hereafter.		

I/We Assent To The Resolution(For/ Yes/ Favour)	42932.000
I/We Dissent To The Resolution(Against/ No)	0.000

Resolution : **Ordinary Resolution**



Description	: Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Sri Amitabha Guha (DIN:02836707) be and is hereby appointed as an Independent Director of the Company to hold office until the conclusion of the fifth consecutive Annual General Meeting of the Company hereafter.	<table border="1"> <tbody> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>42932.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>0.000</td> </tr> </tbody> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	42932.000	I/We Dissent To The Resolution(Against/ No)	0.000
I/We Assent To The Resolution(For/ Yes/ Favour)	42932.000					
I/We Dissent To The Resolution(Against/ No)	0.000					
Resolution Description	: <b>Ordinary Resolution</b> Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Sri Utsav Parekh (DIN: 00027642) be and is hereby appointed as an Independent Director of the Company to hold office until the conclusion of the fifth consecutive Annual General Meeting of the Company hereafter.	<table border="1"> <tbody> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>42806.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>0.000</td> </tr> </tbody> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	42806.000	I/We Dissent To The Resolution(Against/ No)	0.000
I/We Assent To The Resolution(For/ Yes/ Favour)	42806.000					
I/We Dissent To The Resolution(Against/ No)	0.000					
Resolution Description	: <b>Ordinary Resolution</b> Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Sri S. Ragothaman (DIN:00042395) be and is hereby appointed as an Independent Director of the Company to hold office until the conclusion of the fifth consecutive Annual General Meeting of the Company hereafter.	<table border="1"> <tbody> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>42922.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>0.000</td> </tr> </tbody> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	42922.000	I/We Dissent To The Resolution(Against/ No)	0.000
I/We Assent To The Resolution(For/ Yes/ Favour)	42922.000					
I/We Dissent To The Resolution(Against/ No)	0.000					
Resolution Description	: <b>Ordinary Resolution</b> Resolved that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Sri Ashok Kumar Jha (DIN:00170745) be and is hereby appointed as an Independent Director of the Company to hold office until the conclusion of the fifth consecutive Annual General Meeting of the Company hereafter.	<table border="1"> <tbody> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>42822.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>110.000</td> </tr> </tbody> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	42822.000	I/We Dissent To The Resolution(Against/ No)	110.000
I/We Assent To The Resolution(For/ Yes/ Favour)	42822.000					
I/We Dissent To The Resolution(Against/ No)	110.000					
Resolution Description	: <b>As a Special Resolution</b> Resolved that in supersession of the Resolution passed by the Company in terms of Sections 293(1)(d) of the Companies Act, 1956, with respect of the borrowing power of the Board of Directors at the Annual General Meeting held on July 26, 2012, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, that the total amount so borrowed and outstanding at any one time shall not exceed Rs. 500 crores (Rupees Five Hundred crores only)	<table border="1"> <tbody> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>42932.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>0.000</td> </tr> </tbody> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	42932.000	I/We Dissent To The Resolution(Against/ No)	0.000
I/We Assent To The Resolution(For/ Yes/ Favour)	42932.000					
I/We Dissent To The Resolution(Against/ No)	0.000					
Resolution Description	: <b>As a Special Resolution</b> Resolved that in supersession of the Resolution passed by the Company in terms of Sections 293(1)(a) of the Companies Act, 1956, at the Annual General Meeting held on July 6, 2002, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors to mortgage and/or charges, all the immovable and movable properties.	<table border="1"> <tbody> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>42927.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>0.000</td> </tr> </tbody> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	42927.000	I/We Dissent To The Resolution(Against/ No)	0.000
I/We Assent To The Resolution(For/ Yes/ Favour)	42927.000					
I/We Dissent To The Resolution(Against/ No)	0.000					
Resolution Description	: <b>Ordinary Resolution</b> Resolved that in supersession of the Resolution passed by the Company in terms of Sections 293(1)(e) of the Companies Act, 1956, at the Annual General Meeting held on December 11, 1999, consent of the Company be and is hereby accorded in terms of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to contribute and/or subscribe and/or otherwise to assist from time to time to any bonafide charitable and other funds upto a total sum of Rs. 5000000/- in any financial year may exceeded 5% of the company's average net profits as determines in accordance with the provisions of Section 198 of the Companies Act, 2013, during the three immediately preceding financial years	<table border="1"> <tbody> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>42922.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>0.000</td> </tr> </tbody> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	42922.000	I/We Dissent To The Resolution(Against/ No)	0.000
I/We Assent To The Resolution(For/ Yes/ Favour)	42922.000					
I/We Dissent To The Resolution(Against/ No)	0.000					

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## 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

17<sup>th</sup> Annual General Meeting of the Equity Shareholders of Xpro India Limited  
held on Thursday, July 31, 2014 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 its 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 17<sup>th</sup> Annual General Meeting of the Equity Shareholders of Xpro India Limited, held on Thursday, July 31, 2014 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:

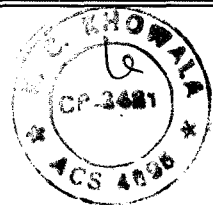
1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Share Transfer Agents of the Company and the authorization / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The results of the poll is as under:
  - (a) Resolution 1 - Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2014.

(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
68	6399062	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



# K.C.KHOWALA

(Practicing Company Secretary)

(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
68	6399062	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

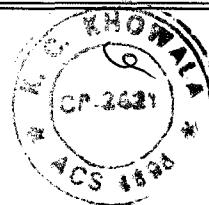
(c) Resolution 3 - Appointment of Auditors M/s Deloitte Haskins & Sells for a term of three years and fixing their remuneration.

(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
68	6399062	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



# K.C.KHOWALA

(Practicing Company Secretary)

(iii) **Invalid votes :**

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

(d) Resolution 4 - Reappointment of Sri Sidharth Birla, Chairman in the whole time employment 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
68	6399062	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

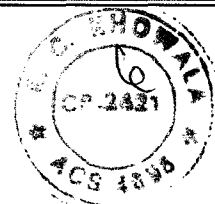
(e) Resolution 5 - Alteration of Article 143 of the Articles of Association

(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
68	6399062	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



# K.C.KHOWALA

(Practicing Company Secretary)

(iii) **Invalid votes :**

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

(f) Resolution 6 - Appointment of Sri Haigreve Khaitan as an Independent 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
68	6399062	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

(g) Resolution 7 - Appointment of Sri P. Murari as an Independent 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
68	6399062	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



# K.C.KHOWALA

(Practicing Company Secretary)

(iii) **Invalid** votes :

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

(h) Resolution 8 - Appointment of Sri Amitabha Guha as an Independent 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
68	6399062	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

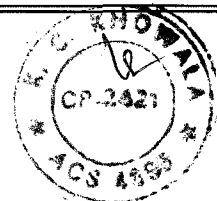
(i) Resolution 9 - Appointment of Sri Utsav Parekh as an Independent Director.

(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
68	6399062	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





# K.C.KHOWALA

(Practicing Company Secretary)

(iii) **Invalid votes :**

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

(j) Resolution 10 - Appointment of Sri S. Ragothaman as an Independent 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
68	6399062	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

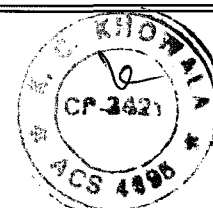
(k) Resolution 11 - Appointment of Sri Ashok Kumar Jha as an Independent Director.

(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
68	6399062	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



# K.C.KHOWALA

(Practicing Company Secretary)

(iii) **Invalid votes :**

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

(l) Resolution 12 - Consent to the Board to borrow u/s 180(1)(c) upto Rs.500 Crores.

(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
68	6399062	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

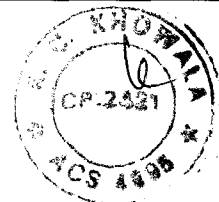
(m) Resolution 13 - Consent to the Board for creation of charge u/s 180(1)(a).

(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
68	6399062	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



# K.C.KHOWALA

(Practicing Company Secretary)

(iii) **Invalid votes :**

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

(n) Resolution 14 - Consent to the Board to contribute to Charitable and other Funds u/s 181.

(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
68	6399062	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

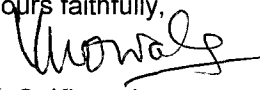
(iii) **Invalid votes :**

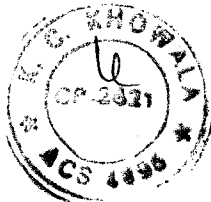
Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

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

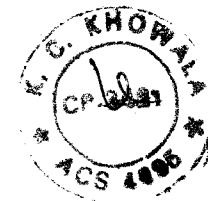


Place : Barjora

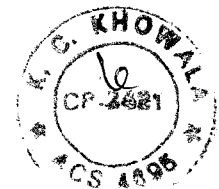
Dated : July 31, 2014

**XPRO INDIA LIMITED**  
**Results of Voting at the 17th AGM held on July 31, 2014**

Resolution No.	Particulars	No. of Shareholders	No. of Shares held	No. of Votes Polled	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
<b>1</b>	<b>Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2014.</b>							
	Mode of Voting (E-Voting) - A	16	42932	42932	42932	0	100.00%	0.00%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>84</b>	<b>6441994</b>	<b>6441994</b>	<b>6441994</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
<b>2</b>	<b>Re-appointment of Smt. Madhushree Birla as Director.</b>							
	Mode of Voting (E-Voting) - A	16	42932	42932	42892	40	99.91%	0.09%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>84</b>	<b>6441994</b>	<b>6441994</b>	<b>6441954</b>	<b>40</b>	<b>100.00%</b>	<b>0.00%</b>
<b>3</b>	<b>Appointment of Auditors M/s Deloitte Haskins &amp; Sells for a term of three years and fixing their remuneration.</b>							
	Mode of Voting (E-Voting) - A	16	42932	42932	42932	0	100.00%	0.00%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>84</b>	<b>6441994</b>	<b>6441994</b>	<b>6441994</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
<b>4</b>	<b>Reappointment of Sri Sidharth Birla, Chairman in the whole time employment of the Company.</b>							
	Mode of Voting (E-Voting) - A	16	42932	42932	42822	110	99.74%	0.26%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>84</b>	<b>6441994</b>	<b>6441994</b>	<b>6441884</b>	<b>110</b>	<b>100.00%</b>	<b>0.00%</b>



Resolution No.	Particulars	No. of Shareholders	No. of Shares held	No. of Votes Polled	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
<b>5</b>	<b>Alteration of Article 143 of the Articles of Association</b>							
	Mode of Voting (E-Voting) - A	16	42932	42932	42932	0	100.00%	0.00%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>84</b>	<b>6441994</b>	<b>6441994</b>	<b>6441994</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
<b>6</b>	<b>Appointment of Sri Haigreve Khaitan as an Independent Director.</b>							
	Mode of Voting (E-Voting) - A	15	42806	42806	42696	110	99.74%	0.26%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>83</b>	<b>6441868</b>	<b>6441868</b>	<b>6441758</b>	<b>110</b>	<b>100.00%</b>	<b>0.00%</b>
<b>7</b>	<b>Appointment of Sri P. Murari as an Independent Director.</b>							
	Mode of Voting (E-Voting) - A	16	42932	42932	42932	0	100.00%	0.00%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>84</b>	<b>6441994</b>	<b>6441994</b>	<b>6441994</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
<b>8</b>	<b>Appointment of Sri Amitabha Guha as an Independent Director.</b>							
	Mode of Voting (E-Voting) - A	16	42932	42932	42932	0	100.00%	0.00%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>84</b>	<b>6441994</b>	<b>6441994</b>	<b>6441994</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
<b>9</b>	<b>Appointment of Sri Utsav Parekh as an Independent Director.</b>							
	Mode of Voting (E-Voting) - A	15	42806	42806	42806	0	100.00%	0.00%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>83</b>	<b>6441868</b>	<b>6441868</b>	<b>6441868</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



Resolution No.	Particulars	No. of Shareholders	No. of Shares held	No. of Votes Polled	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
<b>10</b>	<b>Appointment of Sri S. Ragothaman as an Independent Director.</b>							
	Mode of Voting (E-Voting) - A	16	42932	42922	42922	0	100.00%	0.00%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>84</b>	<b>6441994</b>	<b>6441984</b>	<b>6441984</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
<b>11</b>	<b>Appointment of Sri Ashok Kumar Jha as an Independent Director.</b>							
	Mode of Voting (E-Voting) - A	16	42932	42932	42822	110	99.74%	0.26%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>84</b>	<b>6441994</b>	<b>6441994</b>	<b>6441884</b>	<b>110</b>	<b>100.00%</b>	<b>0.00%</b>
<b>12</b>	<b>Consent to the Board to borrow u/s 180(1)(c) upto Rs.500 Crores.</b>							
	Mode of Voting (E-Voting) - A	16	42932	42932	42932	0	100.00%	0.00%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>84</b>	<b>6441994</b>	<b>6441994</b>	<b>6441994</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
<b>13</b>	<b>Consent to the Board for creation of charge u/s 180(1)(a).</b>							
	Mode of Voting (E-Voting) - A	15	42927	42927	42927	0	100.00%	0.00%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>83</b>	<b>6441989</b>	<b>6441989</b>	<b>6441989</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
<b>14</b>	<b>Consent to the Board to contribute to Charitable and other Funds u/s 181.</b>							
	Mode of Voting (E-Voting) - A	15	42922	42922	42922	0	100.00%	0.00%
	Mode of Voting (Poll) - B	68	6399062	6399062	6399062	0	100.00%	0.00%
	<b>Results (A+B)</b>	<b>83</b>	<b>6441984</b>	<b>6441984</b>	<b>6441984</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>

