

Birla Building (2nd Floor),
9/1, R. N. Mukherjee Road,
Kolkata - 700 001, India
Tel: +91-33-40823700/22200600
e-mail: xprocal@xproindia.com

May 19, 2023

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

Stock Symbol XPROINDIA(EQ)

BSE 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/Madam,

Sub: **Submission of result of Postal Ballot**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in furtherance to our intimation vide our letter dated April 18, 2023 enclosing the Postal Ballot Notice, dated March 14, 2023 sent to the shareholders of the Company, seeking their approval for the **Re-appointment of Sri Sidharth Birla, Chairman (DIN: 00004213) in the whole time employment of the Company** as Special Resolution.

In this regard, please note that the results of the Postal Ballot have been announced today i.e., May 19, 2023 and as per the Scrutinizer's Report, the Resolution relating to the above mentioned business, as contained in the Postal Ballot Notice have been passed with the requisite majority on May 19, 2023 (the last date for voting).

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

- a. Copy of Scrutinizer's Report, dated May 19, 2023 on remote e-voting issued by Sri Girish Bhatia, Practicing Company Secretary (**Annexure - I**);
- b. Voting Results with respect to the resolution set out in the Postal Ballot Notice in terms of the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**Annexure - II**)

The above documents are also available on the Company's website www.xproindia.com and on the website of Central Depository Securities Limited (CDSL) at www.evotingindia.com.

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

Thanking you,

Yours faithfully,
For **Xpro India Limited**

Kamal Kishor Sewoda
Company Secretary

Scrutinizer's Report

Form No. MGT-13

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

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

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot through remote e-voting in respect of passing of resolution as set-out in the Postal Ballot Notice dated March 14, 2023

I, CS Girish Bhatia, Company Secretary in Practice (Membership No.: FCS 3295 & CP No.: 13792) having my office at Flat no. 5B, Shubham Apartment, 19-B, Alipore Road, Kolkata-700027 have been appointed as a Scrutinizer of **Xpro India Limited** (the“Listed Company”) (CIN: L25209WB1997PLC085972) having its Registered Officer at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal, 722202, pursuant to Sections 108 and 110 of the Companies Act 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purposes of scrutinizing the Postal Ballot through e-voting in respect of the resolution as proposed in the Postal Ballot Notice dated March 14, 2023, and I submit my report as under:

1. Management Responsibility

The management is responsible for ensuring compliance under the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Rules 20 and 22 Companies (Management and Administration) Rules, 2014, as amended(“the Management Rules”), General Circular Nos. 14/2020 dated April, 8, 2020 and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), 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 (the “Listing Regulations”) and any other applicable law, rules and regulations (including any statutory modification(s) or re- enactment(s) hereof, for the time being in force) in respect of Postal Ballot through remote e-voting. The Postal Ballot Notice dated March 14, 2023, along with explanatory statement setting out material facts under Section 102 of the Act was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories.



2. Scrutinizer's Responsibility

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

3. Cut-off Date

The Members of the Company holding shares as on the cut-off date, i.e. Wednesday, April 12, 2023, were entitled to vote on the resolution as contained in the Postal Ballot Notice.

4. Postal Ballot Process

- i. In accordance with the Postal Ballot Notice and the 'Advertisement' published pursuant to Rule 22(3) of the Management Rules, the Postal Ballot through e-voting commenced on Thursday, April 20, 2023 at 9.00 A.M. (IST) and ended on Friday, May 19, 2023 at 5.00 P.M. (IST), and the e-voting module was blocked by CDSL thereafter.
- ii. The votes cast under e-voting were thereafter unblocked and downloaded on May 19, 2023 at 5.20 P.M. from the portal of CDSL and was witnessed by two witnesses, Sri Mohit Sharma and Sri G. K. Daga who are not in the employment of the Company and / or the CDSL. They have signed below in confirmation of the same.



Name - Mohit Sharma



Name - G. K. Daga

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

5. Postal Ballot Result

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



Resolution No. 1 - As a Special Resolution

Approval for re-appointment of Sri Sidharth Birla, Chairman in the whole time employment of the Company

Particulars	No. of Votes Cast				Percentage of Votes Cast (%)
	E-Voting		Total		
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	
Assent	122	10522579	122	10522579	99.95%
Dissent	9	5675	9	5675	0.05%
Total	131	10528254	131	10528254	100.00%
Invalid/Abs tain	Nil	Nil	Nil	Nil	Nil

Based on the aforesaid results, the resolution as contained in the Postal Ballot Notice have been passed with the requisite majority.

6. Custody of Records

All the relevant records relating to the e-voting is 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

CS Girish Bhatia
FCS No.: 3295 CP No.: 13792
Peer Review: 2011/2022
UDIN: F003295E000339611

Place: Kolkata
Date: May 19, 2023



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

XPRO INDIA LIMITED
Results of Voting by Postal Ballot (Remote Evoting) concluded on May 19, 2023 at 5.00 PM

Date of the AGM/EGM	May 19, 2023 (Last date of Voting)
Total Number of shareholders on record date (i.e, April 12, 2023)	30472
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A. (As the Voting was through Remote Evoting on Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	N.A. (As the Voting was through Remote Evoting on Postal Ballot)

Agenda - wise disclosure

Resolution			Re-appointment of Sri Sidharth Birla (00004213), Chairman in the whole time employment of the Company					
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	Evoting	9355926	9352573	99.96%	9352573	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		9355926	9352573	99.96%	9352573	0	100.00%
Public - Institutions	Evoting	141672	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		141672	0	0.00%	0	0	0.00%
Public - Non Institutions	Evoting	8714646	1175681	13.49%	1170006	5675	99.52%	0.48%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		8714646	1175681	13.49%	1170006	5675	99.52%
Total		18212244	10528254	57.81%	10522579	5675	99.95%	0.05%