

## XPRO INDIA LIMITED

CIN: L25209WB1997PLCo85972

**Registered Office:** Barjora-Mejia Road, P.O. Ghutgoria, Tehsil : Barjora, Distt : Bankura 722 202, West Bengal

**Tel.:**+91-97753 01701 ■ **E-mail:** cosec@xproindia.com ■ **website:** www.xproindia.com

### POSTAL BALLOT NOTICE

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

**Dear Member(s),**

**Notice** is hereby given that the resolutions as set out below are proposed to be passed by the Members of Xpro India Limited (the “**Company**”) by means of Postal Ballot, through remote e-voting (“**e-voting**”) pursuant to the provisions of Section 110, read with Section 108 and other applicable provisions of the Companies Act, 2013, as amended (the “**Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the “**Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as the “**MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), 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) thereof, for the time being in force).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors have appointed Sri Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295 & CP No. 13792) as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner and he has communicated his consent to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (“**MUFG Intime**”) as the agency to provide e-voting facility.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. The Company is pleased to provide remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The remote e-voting period shall commence on **Wednesday, April 23, 2025** at 9.00 A.M. (IST) and ends on **Thursday, May 22, 2025** at 5.00 P.M. (IST). Members are requested to cast their vote through remote e-voting at any time before 5.00 P.M. (IST) on **Thursday, May 22, 2025** (i.e. the last date to cast vote electronically). The remote e-voting module shall be disabled thereafter. The last day of voting i.e. **Thursday, May 22, 2025** shall be the date on which the resolutions would be deemed to have been passed, if approved by requisite majority.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any person authorized by the Board of Directors of the Company. The results of remote e-voting will be announced on or before **Saturday, May 24, 2025** and the same along with the Scrutinizer’s Report will be displayed on the Company’s website at www.xproindia.com and on the website of MUFG Intime at <https://instavote.linkintime.co.in/> and will also be communicated to the National Stock Exchange of India Limited and BSE Limited. The Company will also display the results of the Postal Ballot at its Registered Office for at least 3 days from the date of declaration of results.

The Company is desirous of seeking your consent for the proposals as contained in the Resolutions given hereinafter. You are requested to peruse the proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

**Special Business(es):**

**1. To consider and, if thought fit, to accord assent/dissent to the following Special Resolution:**

**Appointment of Sri Gaurav Jashwantlal Shah (DIN: 10922578) as an Independent Director of the Company**

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the provisions of the Articles of Association of the Company and based on the recommendation of the Remuneration & Nomination Committee and approval of the Board of Directors of the Company, Sri Gaurav Jashwantlal Shah (DIN: 10922578), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, and who was appointed as an Additional Director (under the category of Non-Executive Independent Director) of the Company by the Board of Directors with effect from April 14, 2025 in terms of Section 161 of the Act, being eligible and fulfilling the prescribed criteria of independence, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from April 14, 2025 upto April 13, 2030.

RESOLVED further that the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**2. To consider and, if thought fit, to accord assent/dissent to the following Ordinary Resolution:**

**Appointment of Sri Utsav Parekh (DIN: 00027642) as a Non-Executive Non-Independent Director of the Company**

“**RESOLVED** that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the provisions of the Articles of Association of the Company and based on the recommendation of the Remuneration & Nomination Committee, Sri Utsav Parekh (DIN: 00027642), who was appointed as an Additional Director (under the category of Non-Executive Non-Independent Director) of the Company with effect from April 14, 2025 pursuant to the provisions of Section 161(1) of the Act and who holds office up to the date of ensuing annual general meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED further that the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Kolkata  
Date: April 1, 2025

By Order of the Board

**Registered Office:**  
Barjora – Mejia Road,  
P.O. Ghutgoria, Tehsil: Barjora,  
Dist: Bankura 722 202, West Bengal

Sd/-  
Kamal Kishor Sewoda  
Company Secretary  
Membership No.: A37954

**NOTES:**

1. The information required to be provided under Section 102 of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), an Explanatory Statement setting out material facts and reasons for the proposed resolutions is appended hereto.
2. In accordance with the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
3. The Postal Ballot Notice is being sent via email only to those Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on **Tuesday, April 15, 2025**, the cut-off date. Any person, who is not a Member as on the cut-off date, should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agent (Registrar). The same will also be available on the Company's website at [www.xproindia.com](http://www.xproindia.com), websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com), respectively and on the website of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("**MUFG Intime**") at <https://instavote.linkintime.co.in/>. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
4. Process for those Members whose email addresses are not registered with the depositories/the Company for obtaining login credentials for e-voting for the resolutions proposed in this notice:
  - (i) **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy) and duly filled and signed Form ISR -1 (available on the website of the Company) by email to Company/RTA.
  - (ii) **For Demat shareholders** - please update your e-mail id and mobile number with your respective Depository Participant (DP).
5. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. **Tuesday, April 15, 2025** (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with the RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the e-voting.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the MCA Circulars and Secretarial Standard on General Meetings (SS-2), the Company has provided e-voting facility alone for its Members to enable them to cast their votes electronically. The Company has engaged the services of MUFG Intime to provide e-voting facility to its Members.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. **Tuesday, April 15, 2025**.
7. The e-voting commences on **Wednesday, April 23, 2025** at 9.00 A.M. (IST) and ends on **Thursday, May 22, 2025** at 5.00 P.M. (IST).
8. Once a vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
9. The Scrutinizer shall submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by the Board of Directors of the Company. The results of remote e-voting will be announced on or before **Saturday, May 24, 2025** and along with Scrutinizer's Report will be displayed on the Company's website at [www.xproindia.com](http://www.xproindia.com) and on the website of **MUFG Intime** at <https://instavote.linkintime.co.in/> and will also be communicated to the National Stock Exchange of India Limited and BSE Limited. The Company will

also display the results of the Postal Ballot at its Registered Office for at least 3 days from the date of declaration of results.

10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. In terms of the MCA Circulars and in the view of the Board of Directors, the matters included in this Notice are unavoidable and hence, are proposed to be approved through Postal Ballot. All the material documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [cosec@xproindia.com](mailto:cosec@xproindia.com) with the subject line "Xpro India Limited – Postal Ballot 2025" mentioning their names and folio numbers/demat account numbers.
12. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
13. Contact details of the person(s) responsible to address the queries/grievances connected with the e-voting by Postal Ballot, if any:

Sri Kamal Kishor Sewoda  
Company Secretary  
Xpro India Limited  
"Birla Building", 2nd Floor,  
9/1, R N Mukherjee Road,  
Kolkata - 700 001, West Bengal  
Email: [cosec@xproindia.com](mailto:cosec@xproindia.com)

Mr. Meet Jain  
(Associate – Evoting)  
MUFG Intime India Pvt. Ltd  
(formerly known as Link Intime India Private Limited)  
Phone: +91 22 49186000 (Extn: 2709)  
Email: [meet.jain@linkintime.co.in](mailto:meet.jain@linkintime.co.in); [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com)  
Address: C - 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083.

The dispatch of Postal Ballot Notice and Explanatory Statement shall be announced by way of an advertisement in one Regional Newspaper, widely circulated in Kolkata (in vernacular language i.e. Bengali) and one English Newspaper circulated throughout India (in English Language) and will be available on the Company's website at [www.xproindia.com](http://www.xproindia.com).

14. **PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:**

- (i) The voting period begins on **Wednesday, April 23, 2025** at 9.00 A.M. (IST) and ends on **Thursday, May 22, 2025** at 5.00 P.M. (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime for voting thereafter.
- (ii) In terms of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-voting facility.

(iv) **Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1** - Individual Shareholders registered with NSDL IDeAS facility

**Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2** - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1** – Individual Shareholders registered with CDSL Easi/ Easiest facility

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>  
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.

- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2** - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>  
b) Go to e-voting tab.  
c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.  
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account  
e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website  
b) After Successful login, user shall navigate through “e-voting” option.  
c) Click on e-voting option, user will be redirected to NSDL/CDSL Depository website after successful authentication, wherein user can see e-voting feature.  
d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

(v) **Login method for shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No. + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

*\*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

❖ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

❖ Enter Image Verification (CAPTCHA) Code

❖ Click “Submit” (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “Login” under ‘SHARE HOLDER’ tab.
  - A. User ID: Enter your User ID
  - B. Password: Enter your Password
  - C. Enter Image Verification (CAPTCHA) Code
  - D. Click “Submit”
  
- d) Cast your vote electronically:
  - A. After successful login, you will be able to see the “Notification for e-voting”.
  - B. Select ‘View’ icon.
  - C. E-voting page will appear.
  - D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour/ Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
  - E. After selecting the desired option i.e. Favour/Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**15. Guidelines for Institutional shareholders (“Custodian/Corporate Body/Mutual Fund”)**

**STEP 1 – Custodian/Corporate Body/Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “Sign Up” under “Custodian/Corporate Body/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, IN00000012345678
    - CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.  
*\*File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- d) Click on Submit button. (The investor is now mapped with the Custodian/Corporate Body/Mutual Fund Entity). The same can be viewed under the “Report Section”.

**STEP 3 – Voting through remote e-voting**

- a) The corporate shareholder can vote by two methods, during the remote e-voting period.

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
- d) Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- e) Enter “16-digit Demat Account No.” for which you want to cast vote.
- f) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour/Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

- g) After selecting the desired option i.e. Favour/Against, click on 'Submit'.
- h) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**OR**

**METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "View" icon for "**Company's Name/Event number**".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour/Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
- h) (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**16. Helpdesk:**

**Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mfpm.mufig.com](mailto:enotices@in.mfpm.mufig.com) or contact on: - Tel: 022 – 4918 6000.

**Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:**

In case shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

**User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event Number + Folio Number registered with the Company.



In case Custodian/Corporate Body/Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian/Corporate Body/Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:**

In case individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ TOGETHER WITH REGULATION 17(11) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND OTHER APPLICABLE LAWS (AS AMENDED)**

**Item No. 1:**

**Appointment of Sri Gaurav Jashwantlal Shah (DIN: 10922578) as an Independent Director of the Company**

In terms of the provisions of the Companies Act, 2013, as amended (the “Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and on the recommendation of the Remuneration & Nomination Committee (the “RNC Committee”), the Board of Directors vide their resolution dated April 1, 2025, has appointed Sri Gaurav Jashwantlal Shah (DIN: 10922578) as an Additional Director (designated as ‘Non-Executive Independent Director’) of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from April 14, 2025, subject to the approval of the Members of the Company.

Pursuant to the applicable provisions of Regulation 17(1C) of the Listing Regulations, his appointment shall require the approval of the Members of the Company within three months from the date of appointment or up to the date of next General Meeting, whichever is earlier.

Sri Shah, aged about 66 years, is a seasoned Chartered Accountant with over four decades of expertise in Audit & Assurance, Taxation and Financial Advisory Services. His deep knowledge spans US GAAP reporting, IFRS audits, due diligence, IPO advisory, statutory audits, mergers & acquisitions and business advisory. Having been associated with Deloitte for more than 40 years, Sri Shah has played a key role in advising and guiding leading corporates across diverse industries, including Energy, Manufacturing, Infrastructure, Pharmaceuticals, Chemicals and Financial Services. As an active contributor to the Institute of Chartered Accountants of India (ICAI), he has also served as Chairman of its Ahmedabad Branch in 2000. Beyond his professional endeavors, Sri Shah has a keen interest in organizational management, human behavior, and strategic analysis.

The Board also nominated Sri Shah as the Chairman of the Audit Committee and a member of the Risk Management Committee, effective April 15, 2025. Sri Shah currently does not hold directorship or committee membership in any other company. Further, he has not resigned from the directorship of any company in the past three years. Sri Shah does not hold any equity share of the Company in his own name or on a beneficial basis in the name of any other person.

A notice has been received from a member proposing Sri Shah as a candidate for the office of Director of the Company.

The Company has received a declaration from Sri Shah to the effect that he meets the criteria of independence as specified under Section 149(6) of the Act, Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, along with all other necessary disclosures required under the Act and Listing Regulations. Further, pursuant to the provisions of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Sri Shah has registered his name in the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs. He has also confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. In the opinion of the Board, Sri Shah fulfils the conditions specified in the Act and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is not related to any of the Director(s) or Key Managerial Personnel or Promoter/Promoter group of the Company.

The documents referred to in the Notice and Explanatory Statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [cosec@xproindia.com](mailto:cosec@xproindia.com) with the subject line “Xpro India Limited – Postal Ballot 2025” mentioning their names and folio number/demat account number.

The Board is of the opinion that Sri Shah possesses the relevant skills, capabilities, expertise, and experience in finance, taxation, risk management, corporate governance, and industry specific knowledge. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Sri Shah as a Non-Executive Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri Shah as a Non-Executive Independent Director, for the approval by the Members of the Company by way of a Special Resolution.

Except Sri Shah, being the proposed appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Revised Secretarial Standard on General Meetings (Revised) (SS-2) of ICSI.

**Item No. 2:**

**Appointment of Sri Utsav Parekh (DIN: 00027642), as Non-Executive Non-Independent Director of the Company**

In terms of the provisions of the Companies Act, 2013, as amended, (the “Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”) and on the recommendation of the Remuneration & Nomination Committee (the “RNC Committee”), the Board of Directors vide their resolution dated April 1, 2025, appointed Sri Utsav Parekh (DIN: 00027642) as an Additional Director (designated as ‘Non-Executive Non-Independent Director’), liable to retire by rotation, with effect from April 14, 2025, and who holds office upto the date of ensuing Annual General Meeting of the Company.

Pursuant to the applicable provisions of Regulation 17(1C) of the Listing Regulations, his appointment shall require the approval of Members of the Company within three months from the date of appointment or up to the date of next General Meeting, whichever is earlier.

Sri Utsav Parekh, aged about 69 years, holds a Bachelor’s Degree in Commerce with honours. He has vast experience of more than 44 years in Merchant Banking, Stock Broking and in Financial Services. Sri Parekh had been associated with the Company since 1999 and in accordance with the provisions of the Act, upon completing his second term of five consecutive years, retired from the Board as an Independent Director on July 30, 2024.

Sri Parekh is presently a Director on the Boards of Firstsource Solutions Limited, Jay Shree Tea and Industries Limited, Spencer's Retail Limited, Eveready Industries India Limited, Smifs Capital Markets Limited and Texmaco Rail & Engineering Limited (Listed entities). He is also holding Directorship in Indian Chamber of Commerce Calcutta, Bengal Aerotropolis Projects Limited, Nexome Real Estates Private Limited, Lend Lease Company (India) Limited, Atk Mohun Bagan Private Limited and Progressive Star Finance Private Limited (Unlisted Companies). Additionally, he is a Designated Partner in Eternal Sounds LLP, Chowringhee Planners LLP, Nexome Sports LLP, Catch 22 Infomatics LLP and Nexome Realty LLP.

Sri Parekh is a member of Stakeholders Relationship Committee of Spencer’s Retail Limited and Jay Shree Tea & Industries Limited, a member of the Audit Committee of Smifs Capital Markets Limited and Jay Shree Tea & Industries Limited, Chairman of Audit Committee of Spencer’s Retail Limited, Texmaco Rail & Engineering Limited and Firstsource Solutions Limited. Sri Parekh is also a member of the Nomination and Remuneration Committee of Jay Shree Tea & Industries Limited, Firstsource Solutions Limited and Chairman of the Nomination and Remuneration Committee of Texmaco Rail & Engineering Limited, Spencer’s Retail Limited, a member of the Corporate Social Responsibility Committee of Texmaco Rail & Engineering Limited, Spencer’s Retail Limited, a member of the Risk Management Committee of Spencer’s Retail Limited. Additionally, Sri Parekh has been nominated as the member of the Audit Committee, Stakeholders Relationship Committee and Committee of Directors of the Company effective April 15, 2025.

Sri Utsav Parekh holds 750 (negligible percentage) equity shares of the Company. He does not hold any equity shares of the Company in the name of any other person on a beneficial basis.

The Company has received consent from Sri Parekh to act as a director of the Company as prescribed under Section 152(5) of the Act. A notice has been received from a member proposing Sri Parekh as a candidate for the office of Director of the Company.

The Company has received all necessary disclosures as required under the Act and the Listing Regulations. He has also confirmed that he is not disqualified from being appointed as a Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. Further, he has not resigned from the directorship of any listed entity in the past three years, except Texmaco Infrastructure & Holdings Limited. Sri Parekh is not related to any of the Director(s) or Key Managerial Personnel or Promoter/Promoter group of the Company.

The documents referred to in the Notice and Explanatory Statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send

an email to cosec@xproindia.com with the subject line “Xpro India Limited – Postal Ballot 2025” mentioning their names and folio numbers/demat account numbers.

The Board of Directors is of the opinion that Sri Parekh’s extensive knowledge, expertise and varied experience of building businesses, developing appropriate strategies, plans, systems & processes and running operations will be of significant benefit to the Company and it is desirable to avail the services of Sri Parekh as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri Parekh as a Non-Executive Non-Independent Director, for the approval of the Members of the Company by way of an Ordinary Resolution.

Except Sri Utsav Parekh, being the proposed appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (Revised) (SS-2) of ICSI.

Place: Kolkata  
Date: April 1, 2025

By Order of the Board

**Registered Office:**  
Barjora – Mejia Road, P.O. Ghutgoria, Tehsil: Barjora,  
Dist: Bankura 722 202, West Bengal

Sd/-  
Kamal Kishor Sewoda  
Company Secretary  
Membership No.: A37954