

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L25209WB1997PLC085972

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	XPRO INDIA LIMITED	XPRO INDIA LIMITED
Registered office address	BARJORA - MEJIA ROAD, P.O - GHUTGORIA, TEHSIL : BARJORA, DIST., - BANKURA,NA,NA,West Bengal,India,722202	BARJORA - MEJIA ROAD, P.O - GHUTGORIA, TEHSIL : BARJORA, DIST., - BANKURA,NA,NA,West Bengal,India,722202
Latitude details	23.433358	23.433358
Longitude details	87.261999	87.261999

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Photograph_18092025.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****0H

(c) *e-mail ID of the company

*****@xproindia.com

(d) *Telephone number with STD code

+91*****01

(e) Website	<div style="border: 1px solid black; padding: 2px;">www.xproindia.com</div>									
iv *Date of Incorporation (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">26/11/1997</div>									
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	<div style="border: 1px solid black; padding: 2px;">Public company</div>									
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	<div style="border: 1px solid black; padding: 2px;">Company limited by shares</div>									
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	<div style="border: 1px solid black; padding: 2px;">Non-government company</div>									
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) Details of stock exchanges where shares are listed										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td style="text-align: center;">National Stock Exchange (NSE)</td> <td style="text-align: center;">A1024 - National Stock Exchange (NSE)</td> </tr> </tbody> </table>			S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)		
S. No.	Stock Exchange Name	Code								
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)								
viii Number of Registrar and Transfer Agent	<div style="border: 1px solid black; padding: 2px; text-align: center;">1</div>									
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 20%;">Name of the Registrar and Transfer Agent</th> <th style="width: 30%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 30%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">U67190MH1999PTC118368</td> <td style="text-align: center;">MUFG INTIME INDIA PRIVATE LIMITED</td> <td>C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),, NA, Mumbai, Mumbai City, Maharashtra, India, 400083</td> <td style="text-align: center;">INR000004058</td> </tr> </tbody> </table>			CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),, NA, Mumbai, Mumbai City, Maharashtra, India, 400083	INR000004058
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U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),, NA, Mumbai, Mumbai City, Maharashtra, India, 400083	INR000004058							
ix * (a) Whether Annual General Meeting (AGM) held	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) If yes, date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">25/07/2025</div>									
(c) Due date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">30/09/2025</div>									
(d) Whether any extension for AGM granted	<input type="radio"/> Yes <input checked="" type="radio"/> No									
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension	<div style="border: 1px solid black; height: 20px;"></div>									

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	22	Manufacture of rubber and plastics products	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

2

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		085972	Xpro Dielectric Films FZ-LLC	Subsidiary	100
2	U35109MH2023PLC408436		TP MERCURY LIMITED	Associate	26

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	35000000	22300391	22300391	22300391
Total amount of equity shares (in rupees)	350000000.00	223003910.00	223003910.00	223003910.00

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Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	35000000	22300391	22300391	22300391
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	350000000.00	223003910.00	223003910.00	223003910.00

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares				
Total amount of preference shares (in rupees)				

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	227846	21806795	22034641.00	220346410	220346410	
Increase during the year	0.00	265750.00	265750.00	2657500.00	2657500.00	256448750.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	265750	265750.00	2657500	2657500	256448750
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <div></div>			0.00			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0.00			
At the end of the year	227846.00	22072545.00	22300391.00	223003910.00	223003910.00	256448750.00
(ii) Preference shares						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <div></div>			0.00			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0.00			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE445C01015

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		<div></div>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures				
Partly convertible debentures				
Fully convertible debentures				
Total				

v Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Convertible Warrants	1170000	975	1140750000	341.25	399262500
Total	1170000.00		1140750000.00		399262500.00

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

5352848384

ii * Net worth of the Company

6168797000

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	306352	1.37	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	9155324	41.05	0	0.00

10	Others <div></div>	0	0.00	0	0.00
	Total	9461676.00	42.42	0.00	0.00

Total number of shareholders (promoters)

11

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	6888567	30.89	0	0.00
	(ii) Non-resident Indian (NRI)	264895	1.19	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	7800	0.03	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	4956	0.02	0	0.00
5	Financial institutions	2325	0.01	0	0.00
6	Foreign institutional investors	3124580	14.01	0	0.00
7	Mutual funds	170117	0.76	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1231788	5.52	0	0.00

10	Others				
	AIF, IEPF, Trusts, CM	1143687	5.13	0	0.00
	Total	12838715.00	57.56	0.00	0.00

Total number of shareholders (other than promoters)

28912

Total number of shareholders (Promoters + Public/Other than promoters)

28923.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	3667
2	Individual - Male	24467
3	Individual - Transgender	0
4	Other than individuals	789
	Total	28923.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

22

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
SOMERVILLE TRADING ENTERPRISES, LLC	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr, JP MORGAN TOWER, OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	31/03/2025		10330	0.04
SPDR S&P EMERGING MARKETS SMALL CAP ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	31/03/2025		6535	0.03
ASHOKA WHITEOAK EMERGING MARKETS TRUST PLC	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON (EAST), MUMBAI	31/03/2025		5040	0.02

CITADEL SECURITIES SINGAPORE PTE. LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	31/03/2025		14	0.01
QUADRATURE CAPITAL VECTOR SP LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	31/03/2025		1433	0.01
BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI	31/03/2025		3	0.01
DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	31/03/2025		1429	0.01
NEUBERGER BERMAN EMERGING MARKETS EQUITY TRUST	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	31/03/2025		85445	0.38
STATE OF ALASKA RETIREMENT AND BENEFITS PLANS MANAGED BY DIMENSIONAL FUND ADVISORS LP	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	31/03/2025		865	0.01
ASHOKA INDIA EQUITY INVESTMENT TRUST PLC	Kotak Mahindra Bank Ltd A wing, 5th floor, Intellion Square Infinity IT Park Gen AK Vaidya Marg, Malad E, Mumbai	31/03/2025		129921	0.58
NEUBERGER BERMAN INVESTMENT FUNDS PLC/NEUBERGER BERMAN EMERGING MARKETS EQUITY FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	31/03/2025		81348	0.36

MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	31/03/2025		3736	0.01
NEUBERGER BERMAN STRATEGIC INDIA EQUITY MASTER FUND L.P.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	31/03/2025		12331	0.06
PASSAGE TO INDIA MASTER FUND LIMITED	C/O CHILIN GLOBAL FIDUCIARY SERVICES LTD LEVEL 8 NEXTERACOM BULDING TOWER III RUE DU SAVOIR CYBERCITY EBENE	31/03/2025		8000	0.03
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	31/03/2025		886	0.01
EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	31/03/2025		2364	0.01
INDIA ACORN FUND LTD	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	31/03/2025		73500	0.32
NEUBERGER BERMAN EMERGING MARKETS EQUITY FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	31/03/2025		144391	0.65
BOFA SECURITIES EUROPE SA - ODI	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	31/03/2025		7162	0.03

SOCIETE GENERALE - ODI	SBI-SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI	31/03/2025		82099	0.37
NEUBERGER BERMAN EUROPE HOLDINGS LLC	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	31/03/2025		7748	0.03
MALABAR INDIA FUND LIMITED	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESC	31/03/2025		2460000	11.03

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	28755	28912
Members (other than promoters)	11	11
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	1	1	1	1	0.69	0.67
B Non-Promoter	1	9	1	5	0.32	0.00
i Non-Independent	1	1	1	1	0.32	0
ii Independent	0	8	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00

i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	2	10	2	6	1.01	0.67

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SIDHARTH KUMAR BIRLA	00004213	Whole-time director	152812	
BALAKRISHNAN KRISHNAMURTHY	00034031	Director	0	
MADHUSHREE BIRLA	00004224	Director	150187	
BHARAT JHAVER	00379111	Director	0	
NANDINI KHAITAN	06941351	Director	0	
MANOJ MOHANKA	00128593	Director	0	
SUHANA MURSHED	08572394	Director	0	
CHANDRASEKHARAN BHASKAR	00003343	Managing Director	70266	
VINAY KUMAR AGARWAL	AFIPA5918E	CFO	12450	
KAMAL KISHOR SEWODA	DASPS2444P	Company Secretary	10	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
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AMITABHA GUHA	02836707	Director	30/07/2024	Cessation
ASHOK KUMAR JHA	00170745	Director	30/07/2024	Cessation
UTSAV PAREKH	00027642	Director	30/07/2024	Cessation
RAGOTHAMAN RAO SETHUMADHAVA	00042395	Director	30/07/2024	Cessation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	29/07/2024	28218	66	45.07

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2024	12	12	100.00
2	26/07/2024	12	12	100.00
3	15/10/2024	8	8	100.00
4	05/11/2024	8	8	100.00
5	08/02/2025	8	8	100.00

C COMMITTEE MEETINGS

Number of meetings held

16

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	28/05/2024	4	4	100.00
2	AUDIT COMMITTEE	26/07/2024	4	4	100.00
3	AUDIT COMMITTEE	05/11/2024	4	4	100.00
4	AUDIT COMMITTEE	08/02/2025	4	4	100.00
5	STAKEHOLDERS RELATIONSHIP COMMITTEE	02/04/2024	3	2	66.67
6	STAKEHOLDERS RELATIONSHIP COMMITTEE	13/05/2024	3	3	100.00
7	STAKEHOLDERS RELATIONSHIP COMMITTEE	26/07/2024	3	3	100.00
8	STAKEHOLDERS RELATIONSHIP COMMITTEE	08/02/2025	3	3	100.00
9	REMUNERATION AND NOMINATION COMMITTEE	01/05/2024	4	4	100.00
10	REMUNERATION AND NOMINATION COMMITTEE	04/11/2024	3	3	100.00
11	REMUNERATION AND NOMINATION COMMITTEE	17/01/2025	3	3	100.00
12	COMMITTEE OF DIRECTORS	06/12/2024	4	4	100.00
13	RISK MANAGEMENT COMMITTEE MEETINGS	28/06/2024	5	4	80.00
14	RISK MANAGEMENT COMMITTEE MEETINGS	22/01/2025	5	5	100.00
15	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	28/05/2024	4	3	75.00
16	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	13/12/2024	3	3	100.00

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								25/07/2025 (Y/N/NA)
1	SIDHARTH KUMAR BIRLA	5	5	100.00	3	3	100.00	Yes
2	BALAKRISHNAN KRISHNAMURTHY	5	5	100.00	6	6	100.00	Yes
3	MADHUSHREE BIRLA	5	5	100.00	3	3	100.00	Yes
4	BHARAT JHAVER	5	5	100.00	0	0	0.00	Yes
5	NANDINI KHAITAN	5	5	100.00	0	0	0.00	Yes
6	MANOJ MOHANKA	5	5	100.00	6	6	100.00	Yes
7	SUHANA MURSHED	5	5	100.00	8	8	100.00	Yes
8	CHANDRASEKHARAN BHASKAR	5	5	100.00	11	10	90.91	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Sidharth Kumar Birla	Whole-time director	17100000	0	0	0	17100000.00
2	Chandrasekharan Bhaskar	Managing director	19278330	0	0	0	19278330.00
	Total		36378330.00	0.00	0.00	0.00	36378330.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
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1	Vinay Kumar Agarwal	CFO	12369990	0	0	0	12369990.00
2	Kamal Kishor Sewoda	Company Secretary	2616525	0	0	0	2616525.00
	Total		14986515.00	0.00	0.00	0.00	14986515.00

C *Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Madhushree Birla	Director	0	0	0	505000	505000.00
2	Amitabha Guha	Director	0	0	0	415000	415000.00
3	Ashok Kumar Jha	Director	0	0	0	200000	200000.00
4	Utsav Parekh	Director	0	0	0	375000	375000.00
5	Ragothaman Sethumadhava Rao	Director	0	0	0	360000	360000.00
6	Suhana Murshed	Director	0	0	0	845000	845000.00
7	Bharat Jhaver	Director	0	0	0	500000	500000.00
8	Balakrishnan Krishnamurthy	Director	0	0	0	830000	830000.00
9	Manoj Mohanka	Director	0	0	0	890000	890000.00
10	Nandini Khaitan	Director	0	0	0	600000	600000.00
	Total		0.00	0.00	0.00	5520000.00	5520000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes

☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

28923

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Attachment_MGT8.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of XPRO INDIA LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Date (DD/MM/YYYY)

Place

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

*(b) Name of the Designated Person

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 29 dated* (DD/MM/YYYY) 29/05/2025 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

3*9*4

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB6915417

eForm filing date (DD/MM/YYYY)

18/09/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company