

# XPRO INDIA LIMITED

CIN: L25209WB1997PLC085972

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 the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolution as set out below is 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 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India (collectively 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 resolution 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 willingness 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 of this Postal Ballot Notice so as to cast their vote electronically. The remote e-voting period shall commence on **Friday, April 3, 2026** at 9.00 A.M. (IST) and ends on **Saturday, May 2, 2026** 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 **Saturday, May 2, 2026** (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. **Saturday, May 2, 2026**, shall be the date on which the resolution 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 **Tuesday, May 5, 2026** and the same 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 result of the Postal Ballot at its Registered Office for at least 3 days from the date of declaration of result.

The Company is desirous of seeking your consent for the proposal as contained in the Resolution given hereinafter. You are requested to peruse the proposed Resolution 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:

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

#### Re-appointment of Sri Sidharth Kumar Birla, Chairman in the whole-time employment of the Company

"RESOLVED that pursuant to the Articles of Association of the Company and the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any re-enactment thereof (the "Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time or any re-enactment thereof, the Members hereby approves the re-appointment of Sri Sidharth Kumar Birla (DIN: 00004213), Chairman in the whole-time employment of the Company whose office shall not be liable to retirement by rotation under the Act, for a period of three years with effect from March 1, 2026 to February 28, 2029, subject generally to the rules as laid down by the Board, at a remuneration by way of salary, commission, perquisites and other allowances as detailed herein below:

- (i) Salary, commission (not exceeding 2% of the net profits), perquisites and other benefits/allowances (as per the rules of the Company) as may be decided by the Board of Directors from time to time, subject in aggregate to a maximum of 5% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act or any re-enactment thereof, as may be applicable, subject to an overall maximum of INR 3 Crores per annum; or
- (ii) Where in any financial year the Company has no profits or its profits are inadequate, the Company shall pay remuneration to Sri Sidharth Kumar Birla by way of salary, house rent allowance, special allowance and other benefits/allowances (as per the rules of the Company) as may be approved by the Board of Directors from time to time as minimum remuneration up to an aggregate amount of INR 25.00 lakhs per month.

whichever of (i) or (ii) is higher.

RESOLVED further that Sri Sidharth Kumar Birla shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on minimum remuneration specified here-in-above in accordance with the provisions of Schedule V to the Act and any statutory modifications or re-enactment thereof, if the Company has no profits or its profits are inadequate:

- (i) gratuity at a rate not exceeding half a month's salary for each completed year of service; and
- (ii) encashment of un-availed leave at the end of the tenure.

RESOLVED further that for the purpose of giving effect to this Resolution, the Board of Directors, be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate, to the extent permitted by law, any of the powers herein conferred to any Committee of Directors or to any Director(s) of the Company."

Place: Kolkata  
Date: February 4, 2026

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, as amended (the “Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and the Secretarial Standard on General Meetings (“SS-2”), an Explanatory Statement setting out material facts and reasons for the proposed resolution 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 Friday, March 27, 2026, 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 Members 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 resolution proposed in this notice:
  - a) 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.
  - b) 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. Friday, March 27, 2026 (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 resolution 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 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. Friday, March 27, 2026.
7. The e-voting commences on **Friday, April 3, 2026** at 9.00 A.M. (IST) and ends on **Saturday, May 2, 2026** at 5.00 P.M. (IST).
8. Once a vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
9. The Board has appointed Sri Girish Bhatia, Practicing Company Secretary (Membership No.: FCS 3295 & CP No.: 13792) as the Scrutinizer to conduct the Postal Ballot process through remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
10. 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 Tuesday, May 5, 2026 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 result of the Postal Ballot at its Registered Office for at least 3 days from the date of declaration of result.
11. The Scrutinizer’s decision on the validity of the votes cast by e-voting for Postal Ballot shall be final.
12. In terms of the MCA Circulars and in the view of the Board of Directors, the matter included in this Notice is unavoidable and hence, is 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 2026” mentioning their names and folio numbers/demat account numbers.
13. The last date specified by the Company for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

14. 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

Sri Rajiv Ranjan  
(Sr. Assistant Vice President – Evoting)  
MUFG Intime India Private Limited  
(formerly known as Link Intime India Private Limited)  
Phone: +91 22 49186000 (Extn: 2709)  
Email: enotices@in.mpms.mufg.com  
Address: C - 101, Embassy 247, LBS Marg, Vikhroli West, Mumbai - 400 083.

15. 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).

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

- a) The voting period begins on **Friday, April 3, 2026 at 9.00 A.M. (IST)** and ends on **Saturday, May 2, 2026 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.
- b) In terms of Regulation 44 of the Listing Regulations, 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.
- c) In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 remote e-voting facility.

**Login method for Individual shareholders holding securities in demat mode:**

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

**METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>  
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.  
c) Enter the OTP received on your registered email ID/ mobile number and click on login.  
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.

**METHOD 2 - NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".  
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".  
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

Shareholders not registered for 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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

### **METHOD 3 - NSDL e-voting website**

- 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 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- 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 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 - CDSL Easi/ Easiest facility:**

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

### **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) Post 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.

**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 and vote on InstaVote as under:

**STEP 1: LOGIN / SIGNUP on InstaVote**

**Shareholders registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
  1. User ID: Enter User ID
  2. Password: Enter existing Password
  3. Enter Image Verification (CAPTCHA) Code
  4. Click “Submit”.(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolution")

**Shareholders not registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
  1. User ID: Enter User ID
  2. 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.
  3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
  4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
    - o Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
    - o Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
    - o Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
  5. 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).
  6. Enter Image Verification (CAPTCHA) Code.
  7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

**STEP 2: Steps to cast vote for Resolution through InstaVote**

- a) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- b) Select ‘View’ icon. E-voting page will appear.
- c) 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).
- d) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- e) 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [girishbhatia1956@gmail.com](mailto:girishbhatia1956@gmail.com) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [cosec@xproindia.com](mailto:cosec@xproindia.com).

**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:
- 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name’ - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: 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 – Steps to cast vote for Resolution through InstaVote

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.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) 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.

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “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.

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [girishbhatia1956@gmail.com](mailto:girishbhatia1956@gmail.com) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [cosec@xproindia.com](mailto:cosec@xproindia.com).

#### 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.mpms.mufg.com](mailto:enotices@in.mpms.mufg.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.

#### **Login type**

#### **Helpdesk details**

Individual Shareholders holding securities in demat mode with NSDL Members facing any technical issue in login can contact NSDL helpdesk by sending request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at: 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL Members facing any technical issue in login can contact CDSL helpdesk by sending request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

### **Forgot Password:**

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

Individual 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.
- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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
- Further Click on "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:**

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.

### **General Instructions - Shareholders**

- ❖ 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 resolution 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:**

**Re-appointment of Sri Sidharth Kumar Birla, Chairman in the whole-time employment of the Company:**

Sri Sidharth Kumar Birla (DIN: 00004213) was appointed as a Whole-time Director of the Company designated as Chairman since March 1, 2000. Sri Birla’s previous term as Whole-time Director commenced on March 1, 2023 and will expire on February 28, 2026. The Remuneration & Nomination Committee at its meeting held on February 2, 2026, Audit Committee and the Board of Directors at their respective meetings held on February 4, 2026 have approved the re-appointment of Sri Sidharth Kumar Birla in the whole-time employment of the Company for a period of three years with effect from March 1, 2026 to February 28, 2029 on the payment of remuneration as proposed in the resolution, subject to the approval of the Members of the Company.

Sri Sidharth Kumar Birla, during his long standing association with the Company as a Director since September 10, 1998, has contributed greatly in the Company achieving its present position and particularly on matters relating to corporate governance, communicating with stakeholders, holding of high level reviews of strategy/plans and on matters relating to expansion, development and diversification of the Company’s businesses. Sri Sidharth Kumar Birla holds 1,52,812 (0.65%) Equity Shares of the Company.

Except, Sri Sidharth Kumar Birla, being an appointee, Smt. Madhushree Birla and Sri Bharat Jhaver, both of whom are related to Sri Birla, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

In accordance with the requirements of Schedule V to the Companies Act, 2013, a statement providing the required information for the re-appointment and payment of remuneration to Sri Sidharth Kumar Birla is given hereunder:

**I. General Information:**

1. Nature of Industry Polymer Business (diversified)
2. Date or Expected date of commencement of commercial production The Company has Manufacturing units at different locations where commercial production first commenced as per details below:  
a) Barjora, West Bengal - 1991  
b) Greater Noida, Uttar Pradesh - 2003  
c) Ranjangaon, Maharashtra – 2008
3. In case of new companies, expected date of commencement of activities as per projects approved by financial institutions appearing in the prospectus Not Applicable
4. Financial performance based on given indicators The net profit after tax, net sales and foreign exchange earned through exports (FOB Value)/deemed exports for the last three years were as follows:

*(Rs. in Crores)*

Year	Profit for the year	Revenue from operations	Exports
2024-25	43.81	535.28	14.20
2023-24	43.88	465.41	13.44
2022-23	45.36	510.97	17.46

5. Foreign Investments or Collaborations, if any The Company incorporated a subsidiary, Xpro Dielectric Films FZ-LLC (“Xpro Dielectric”), as a Free Zone Limited Liability Company (FZ-LLC) on May 21, 2024, in Ras Al Khaimah, UAE. As of date, the Company has invested INR 175 crore in Xpro Dielectric. These investments were undertaken with the objective of expanding the Company’s global footprint and strengthening the reach of its products in international markets.

## II. Information about Sri Sidharth Kumar Birla:

1. Background details  

Sri Sidharth Kumar Birla an Industrialist aged about 68 years with experience in industry and business of over 47 years, is a Science Honors Graduate and holds a Master's Degree in Business Administration from IMEDE (now called IMD), Lausanne, Switzerland. He has also attended various management programs at the Harvard Business School, Boston, USA, including the Owner/President Management Program, Making Corporate Boards More Effective, etc. He is on the Board of Birla Brothers Private Limited, Central India General Agents Limited, Intellipro Finance Private Limited and iPro Capital Limited. He is an Independent Director on Nestle India Limited and Kanoria Chemicals & Industries Limited (listed entities). He is a member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Chairman of Risk Management and Sustainability Initiatives Committee of Nestle India Limited. He is a member of the Audit Committee, Risk Management Committee and Chairman of Nomination and Remuneration Committee of Kanoria Chemicals & Industries Limited. He is also a member of the Audit Committee of Birla Brothers Private Limited and the Remuneration and Nomination Committee and Committee of Directors of the Company.
2. Past remuneration  

For the financial year 2024-25 and for the period April, 2025-February, 2026:  
Salary: INR 12.50 lakhs per month; and  
Other perquisites: INR 1.75 lakhs per month.
3. Recognition or Awards  

Past President of Federation of Indian Chambers of Commerce and Industry (FICCI), Member, Board of Governors, Birla Institute of Technology & Science, Pilani, Member of the 19th, 21st and 22nd Council(s) of the Institute of Chartered Accountants of India (Nominee of Central Government).
4. Job Profile and its Suitability  

He has been appointed in a whole-time capacity to provide inputs on matters relating to corporate governance, communicating with stakeholders, holding of high level reviews of strategy/plans, besides his valuable advice and guidance to the senior management in setting the Company's strategic direction in a dynamic, economic environment including providing necessary assistance and suggestions in matters relating to expansion, development and diversification of the Company's businesses. He has been associated with the businesses of the Company since inception. Considering his background, he is eminently suitable to hold the position of Chairman in the Company.
5. Remuneration proposed  

As per details mentioned in the Resolution and in the Explanatory Statement.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person with respect to Industry Standards  

The proposed remuneration is in line with remuneration payable to the Directorial personnel holding similar stature/position in the Industry.
7. Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.  

Besides remuneration, Sri Sidharth Kumar Birla is a Promoter Director of the Company where he and his family members directly hold 1.3% of the Equity Shares of the Company and also have interest in promoter group companies holding 39.01% of the Equity Shares of the Company.

## III. Other Information:

1. Reasons of loss or inadequate profit  

The Company had returned to profitability in 2017-18 and has been continuously profitable since then.
2. Steps taken/ proposed to be taken for improvement
3. Expected Increase in productivity and profits in measurable terms

## IV. Disclosures:

The Remuneration details are given in the proposed resolution and in the relevant Corporate Governance Report forming part of the Annual Report of the Company. Sri Birla has attended all the four meetings held during the year and all five meetings held during the previous financial year.

During the current tenure, Sri Birla will attain the age of 70 years and in order to continue his directorship, a Special Resolution is required to be passed. The Board recommends the continuation of Sri Birla as Chairman in the whole-time employment of the Company, in view of his vast knowledge and rich experience, which have contributed immensely to the growth of the Company since its incorporation.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations and SS-2.

The Board recommends the Special Resolution as set out at Item No. 1 of this Notice for approval by the Members.

Place: Kolkata  
Date: February 4, 2026

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

By Order of the Board  
  
Sd/-  
Kamal Kishor Sewoda  
Company Secretary  
Membership No.: A37954