

Xpro India Limited

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9/1 R.N. Mukherjee Road
Kolkata 700 001, India.
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xproindia

May 23, 2025

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

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort, Mumbai 400 001

Stock Symbol: XPROINDIA(EQ)

Stock Code No: 590013

Dear Sir/Madam,

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

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in furtherance to our intimation vide our letter dated April 22, 2025 enclosing the Postal Ballot Notice, dated April 1, 2025 sent to the shareholders of the Company, seeking their approval for the following resolutions:

1. Appointment of Sri Gaurav Jashwantlal Shah (DIN: 10922578) as an Independent Director of the Company.
2. Appointment of Sri Utsav Parekh (DIN: 00027642) as a Non-Executive Non-Independent of the Company.

In this regard, please note that the results of the Postal Ballot have been announced today i.e., May 23, 2025 and as per the Scrutinizer's Report, the Resolutions relating to the above mentioned businesses, as contained in the Postal Ballot Notice have been passed with the requisite majority on May 22, 2025 (the last date for e-voting).

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

- a. Copy of Scrutinizer's Report, dated May 23, 2025, on remote e-voting issued by Sri Girish Bhatia, Practicing Company Secretary (FCS No.: 3295/CP No.:13792) (**Annexure - I**);
- b. Voting Results with respect to the resolution set out in the Postal Ballot Notice in terms of the provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**Annexure - II**)

The above documents are also available on the Company's website www.xproindia.com and on the website MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) at <https://instavote.linkintime.co.in/>

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

Thanking you,

Yours faithfully,

For Xpro India Limited

Kamal Kishor Sewoda
Company Secretary

Annexure - I

GIRISH BHATIA, PRACTISING COMPANY SECRETARY

Flat No.5B, Shubham Apartment
19-B, Alipore Road, Kolkata – 700027

Mobile No : 9903868281
Email : girishbhatia1956@gmail.com

Scrutinizer's Report

Form No. MGT-13

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 (as amended) and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended)]

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

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot through remote e-voting in respect of passing of resolutions as set-out in the Postal Ballot Notice dated April 1, 2025

I, CS Girish Bhatia, Company Secretary in Practice (Membership No.: FCS 3295 & CP No.: 13792) having my office at Flat No. 5B, Shubham Apartment, 19-B, Alipore Road, Kolkata-700027 have been appointed by the Board of Directors of the Company as a Scrutinizer of **Xpro India Limited** (CIN: L25209WB1997PLC085972) having its Registered Office at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal, 722202, pursuant to Sections 108 and 110 of the Companies Act 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purposes of scrutinizing the Postal Ballot through e-voting in respect of the resolutions as proposed in the Postal Ballot Notice dated April 1, 2025, and I submit my report as under:

1. Management Responsibility

The management is responsible for ensuring compliance under the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Management Rules"), General Circular Nos. 14/2020 dated April, 8, 2020 and 17/2020 dated April 13, 2020, 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 (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) hereof, for the time being in force) in respect of Postal Ballot through remote e-voting. The Postal Ballot Notice dated April 1, 2025, along with explanatory statement setting out material facts under Section 102 of the Act was sent only



through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories.

2. Scrutinizer's Responsibility

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

3. Cut-off Date

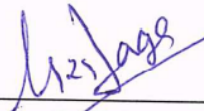
The Members of the Company holding shares as on the cut-off date, i.e. Tuesday, April 15, 2025, were entitled to vote on the resolutions as contained in the Postal Ballot Notice.

4. Postal Ballot Process

- i. Despatch of Postal Ballot Notice along with Explanatory Statement through electronic mode to the Members of the Company was completed on Tuesday, April 22, 2025.
- ii. The requisite advertisement pursuant to Section 108 of the Act, read with Rule 20 of the Rules was published in the daily Newspaper viz. "The Financial Express" (in English language) and "Aajkal" (in Bengali language) on Wednesday, April 23, 2025.
- iii. In accordance with the Postal Ballot Notice and the 'Advertisement' published pursuant to Rule 22(3) of the Management Rules, the Postal Ballot through e-voting commenced on Wednesday, April 23, 2025 at 9.00 A.M. (IST) and ended on Thursday, May 22, 2025 at 5.00 P.M. (IST), and the e-voting module was blocked by MUFG Intime thereafter.
- iv. The votes cast under e-voting were thereafter unblocked and downloaded on Thursday, May 22, 2025 at 5.15 P.M. from the portal of MUFG Intime and was witnessed by two witnesses, Sri Mohit Sharma and Sri G. K. Daga who are not in the employment of the Company and / or the MUFG Intime . They have signed below in confirmation of the same.



Name - Mohit Sharma



Name - G. K. Daga

- v. I have scrutinized and reviewed the remote e-voting based on the data downloaded from the MUFG Intime e-voting system at <https://instavote.linkintime.co.in/>.



5. Postal Ballot Result

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

Resolution No. 1 - As a Special Resolution

Appointment of Sri Gaurav Jashwantlal Shah (DIN: 10922578) as an Independent Director of the Company for a period of five years

Particulars	E-Voting		Postal Ballot		No. of Votes Cast		Percentage of Votes Cast (%)
					Total		
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	
Assent	96	14800495	0	0	96	14800495	99.99
Dissent	5	757	0	0	5	757	0.01
Total	101	14801252	0	0	101	14801252	100
Invalid/ Abstain	1	15	0	0	1	15	-

Resolution No. 2 - As an Ordinary Resolution

Appointment of Sri Utsav Parekh (DIN: 00027642) as a Non-Executive Non-Independent Director of the Company liable to retire by rotation

Particulars	E-Voting		Postal Ballot		No. of Votes Cast		Percentage of Votes Cast (%)
					Total		
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	
Assent	83	14481126	0	0	83	14481126	97.97
Dissent	18	299886	0	0	18	299886	2.03
Total	101	14781012	0	0	101	14781012	100
Invalid/ Abstain	1	15	0	0	1	15	-



GIRISH BHATIA, PRACTISING COMPANY SECRETARY

Flat No.5B, Shubham Apartment
19-B, Alipore Road, Kolkata – 700027

Mobile No : 9903868281
Email : girishbhatia1956@gmail.com

Based on the aforesaid results, resolution nos.1 and 2 as contained in the Postal Ballot Notice have been passed with the requisite majority.

6. Custody of Records

All the relevant records relating to the e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the minutes are considered, approved and signed.

The above resolution no 1 and 2 are deemed to have been passed by the Members on Thursday, May 22, 2025.

Thanking you,

Girish Bhatia
Company Secretary in Practice

CS Girish Bhatia
FCS No.: 3295 CP No.: 13792
Peer Review: 2011/2022
UDIN: F003295G000415982

Place: Kolkata
Date: May 23, 2025



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

General information about company	
Scrip code	590013
NSE Symbol	XPROINDIA
MSEI Symbol	NA
ISIN	INE445C01015
Name of the company	XPRO INDIA LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-05-2025
Start time of the meeting	
End time of the meeting	



Scrutinizer Details	
Name of the Scrutinizer	Girish Bhatia
Firms Name	NA
Qualification	CS
Membership Number	3295
Date of Board Meeting in which appointed	01-04-2025
Date of Issuance of Report to the company	23-05-2025



Voting results	
Record date	15-04-2025
Total number of shareholders on record date	28900
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Sri Gaurav Jashwantlal Shah (DIN: 10922578) as an Independent Director of the Company for a term of five consecutive years.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9461676	9458323	99.9646	9458323	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9461676	9458323	99.9646	9458323	0	100
Public-Institutions	E-Voting	3795001	3441686	90.69	3441686	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3795001	3441686	90.69	3441686	0	100
Public- Non Institutions	E-Voting	9043714	1901243	21.0228	1900486	757	99.9602	0.0398
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9043714	1901243	21.0228	1900486	757	99.9602
Total		22300391	14801252	66.3722	14800495	757	99.9949	0.0051
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Sri Utsav Parekh (DIN: 00027642) as a Non-Executive Non-Independent Director of the Company liable to retire by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9461676	9458323	99.9646	9458323	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9461676	9458323	99.9646	9458323	0	100
Public-Institutions	E-Voting	3795001	3421446	90.1567	3122317	299129	91.2572	8.7428
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3795001	3421446	90.1567	3122317	299129	91.2572
Public- Non Institutions	E-Voting	9043714	1901243	21.0228	1900486	757	99.9602	0.0398
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9043714	1901243	21.0228	1900486	757	99.9602
Total		22300391	14781012	66.2814	14481126	299886	97.9711	2.0289
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

