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October 25, 2023

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

Stock Symbol: XPROINDIA(EQ)

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

Stock Code No. 590013

Dear Sir/ Madam,

**Sub: Minutes of Special Resolutions passed by way of Postal Ballot**

With reference to the captioned subject, enclosed is the certified true copy of the Minutes of the Special Resolutions passed by way of Postal Ballot by the members of the Company as set out in the Postal Ballot Notice dated August 11, 2023. The Results of the Postal Ballot were declared on September 29, 2023.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For **Xpro India Limited**

Kamal Kishor Sewoda  
Company Secretary

**CERTIFIED TRUE COPY OF THE MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT (THROUGH REMOTE E-VOTING PROCESS) BY THE MEMBERS OF XPRO INDIA LIMITED ON THURSDAY, SEPTEMBER 28, 2023, RESULTS OF WHICH WERE DECLARED ON FRIDAY, SEPTEMBER 29, 2023**

The Board of Directors of the Company at its meeting held on August 11, 2023 approved the Postal Ballot Notice pursuant to Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) to seek approval from the members of the Company for the following:

1. Appointment of Sri Manoj Mohanka (DIN: 00128593) as an Independent Director of the Company.
2. Re-appointment of Sri C Bhaskar (DIN: 00003343) as Managing Director & Chief Executive Officer of the Company for a term of three years with effect from January 1, 2024 and remuneration payable to him.

The Board had 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. The e-voting facility to members was provided through Central Depository Services (India) Limited ("CDSL"). The e-voting commenced on Wednesday, August 30, 2023 at 9.00 A.M. (IST) and ended on Thursday, September 28, 2023 at 5.00 P.M. (IST), and the e-voting module was blocked by CDSL thereafter.

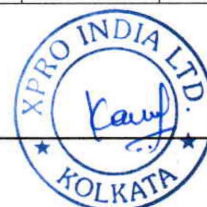
In terms of the MCA Circulars, the Postal Ballot Notice was sent electronically to all the members who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agent as on the cut-off date of Tuesday, August 22, 2023. A newspaper advertisement as required under the Companies Act, 2013 was published in the "The Financial Express" (English) and "Aajkal" (Bengali) newspapers on August 29, 2023.

The Scrutinizer submitted his report on Postal Ballot through the remote e-voting process to Sri Kamal Kishor Sewoda, Company Secretary of the Company on September 29, 2023.

The details of voting on the Special Resolutions as per the Scrutinizer's Report are as under:

**1. Appointment of Sri Manoj Mohanka (DIN: 00128593) as an Independent Director of the Company.**

Particulars	E-Voting		Postal Ballot		No. of Votes Cast		Percentage of Votes Cast (%)
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	Total		
					No. of Members	No. of Votes Cast	
<b>Assent</b>	197	13717096	N.A.	N.A.	197	13717096	100%
<b>Dissent</b>	9	633	N.A.	N.A.	9	633	Negligible
<b>Total</b>	206	13717729	N.A.	N.A.	206	13717729	100%
<b>Invalid/ Abstain</b>	Nil	Nil	N.A.	N.A.	Nil	Nil	Nil



**Special Resolution**

“**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 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 pursuant to the recommendation of the Remuneration & Nomination Committee of the Board, Sri Manoj Mohanka (DIN 00128593), 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) by the Board of Directors with effect from September 1, 2023 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 September 1, 2023.”

2. **Re-appointment of Sri C Bhaskar (DIN: 00003343) as Managing Director & Chief Executive Officer of the Company for a term of three years with effect from January 1, 2024 and remuneration payable to him.**

Particulars	E-Voting		Postal Ballot		No. of Votes Cast		Percentage of Votes Cast (%)
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	Total		
					No. of Members	No. of Votes Cast	
<b>Assent</b>	201	13717676	N.A.	N.A.	201	13717676	100%
<b>Dissent</b>	5	53	N.A.	N.A.	5	53	Negligible
<b>Total</b>	206	13717729	N.A.	N.A.	206	13717729	100%
<b>Invalid/ Abstain</b>	Nil	Nil	N.A.	N.A.	Nil	Nil	Nil

**Special Resolution**

“**RESOLVED** that pursuant to the Articles of Association of the Company and provisions of Sections 196, 197 & 203 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 Company hereby approves the re-appointment of Sri C Bhaskar (DIN: 00003343) as Managing Director & Chief Executive Officer of the Company whose office shall not be liable to retirement by rotation under the Companies Act, 2013 for a period of three years with effect from January 1, 2024 subject to the superintendence, control and direction of Board of Directors, entrusted with substantial powers of management in respect of the whole of the affairs of the Company and shall perform such duties and exercise such powers as have been or may be entrusted from time to time or conferred upon him by the Board and with liberty to either party to terminate the appointment with three months' notice to the other. Sri C Bhaskar shall be paid remuneration, based upon the recommendation of the Remuneration & Nominations Committee and as may be finally approved (with or without modification) by the Board from time to time, by way of either:

- i) Salary, commission (not exceeding 2% of the net profits), perquisites and other benefits/allowances (as per rules of the Company) subject in aggregate to a maximum of 5% of the net profits of the Company calculated in accordance with Section 198 of the Companies Act, 2013 or any re-enactment thereof, as may be applicable; or





- ii) Where in any financial year the Company has no profits or its profits are inadequate, the Company shall pay remuneration to Sri C Bhaskar by way of salary, house rent allowance, special allowance and other benefits/allowances (as per the rules of the Company) as minimum remuneration within the limits specified in Part II Section II Para (A) of Schedule V of the Companies Act, 2013 or any modification thereof, i.e., upto Rs. 20 lacs per month at present, as may be applicable;

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

**RESOLVED FURTHER** that Sri C Bhaskar 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 Companies Act, 2013 (as amended) and any statutory modifications or re-enactment thereof, if the Company has no profits or its profits are inadequate:


- a) contribution to provident, superannuation or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c) encashment of un-availed leave at the end of the tenure."

On the basis of the Report of the Scrutinizer, Sri Kamal Kishor Sewoda, Company Secretary of the Company, declared the results of the Postal Ballot. He announced that the Special Resolutions as set out in Postal Ballot Notice dated August 11, 2023 duly approved by the members with requisite majority on Thursday, September 28, 2023 (i.e. last date for remote e-voting).

**Sidharth Birla**  
**Chairman**  
DIN: 00004213  
Date: October 25, 2023  
Place: New Delhi

**CERTIFIED TRUE COPY**

**For Xpro India Limited**

  
**Kamal Kishor Sewoda**  
**Company Secretary**