

XPRO INDIA LIMITED
(CIN: L25209WB1997PLC085972)

Registered Office: Barjora-Mejia Road, P.O. Ghutgoria, Tehsil : Barjora, Distt : Bankura, West Bengal 722 202
Tel.:91-3241-257263/4 Fax: 91-3241-257266; email: cosec@xproindia.com; Website: www.xproindia.com

Dear Shareholder(s),

NOTICE OF POSTAL BALLOT

NOTICE is hereby given in accordance with Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, that the Company proposes to pass the following **Special Resolution** through Postal Ballot:

To consider and if thought fit, to give assent or dissent to following Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such consents, sanctions, permissions and approvals if any, as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include a Committee thereof) to sell/transfer and/or otherwise dispose of the whole or substantially the whole of the Company's Faridabad Unit together with the infrastructure facilities, auxiliaries and utilities attached thereto, in whole or in parts, on a going concern basis or otherwise, to such party or parties (other than Related Parties) as the Board deems appropriate and on such terms and conditions including consideration amount and with effect from such date and in such manner as may be decided by the Board and with power to the Board to finalize the terms and conditions as well as the means, methods or modes in respect thereof and to finalize and execute all required documents including agreements, memoranda, deeds of assignment/conveyance and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company."

By Order of the Board

Place : Kolkata
Date : September 4, 2016

S.C. JAIN
Company Secretary
Membership No. F2159

NOTES AND INSTRUCTIONS:

1. The Explanatory Statement, as required under Section 102 of the Companies Act, as amended ("**the Act**") in respect of the business specified above is annexed.
2. The Voting rights of the members shall be reckoned in proportion to their share(s) in the total paid up equity share capital of the Company as on September 16, 2016.
3. The Postal Ballot Notice is being sent to all the members whose names appear in the register of members of the Company or in the statement of beneficial owners received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on September 16, 2016.
4. The members who have registered their e-mail addresses with the Company or their depository participants are being sent the Postal Ballot Notice along with related documents by e-mail and the same will be sent in physical form to the members who have not registered their e-mail addresses as specified above.

5. The Postal Ballot Notice and Form will also be available on the Company's website www.xproindia.com and the website of the Central Depository Services (India) Limited (CDSL) at <https://www.evotingindia.com>. Members who have received Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form can download the Postal Ballot Notice and Form from the above websites. A member may request for a duplicate postal ballot form, if so required.
6. As per Section 110(1) of the Companies Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the item of business set out in the attached notice is proposed to be adopted by postal ballot. The item of business may also be transacted through the remote electronic voting system and the Company is providing the facility for voting by electronic means as detailed in Note 10 hereunder.
7. The Board of Directors of the Company (the 'Board') has appointed Sri K. C. Khowala, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot and remote e-voting process in accordance with law in a fair and transparent manner.
8. The Completed Postal Ballot Forms should reach the scrutinizer on or before Monday, October 24, 2016 (upto 5.00 p.m.) and the Postal Ballot Forms received thereafter will be strictly treated as if the reply from the member has not been received.
9. Please see instructions for voting through Postal Ballot on the reverse side of the Postal Ballot Form, annexed herewith.

10. **Voting through electronic means**

I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is pleased to provide members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote by remote e-voting. The business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

- a) Log on to the e-voting website: www.evotingindia.com during the voting period.
- b) Click on "Shareholders" tab.
- c) Now Enter your User ID:
 - (i) a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (ii) Next enter the Image Verification as displayed and Click on Login.
- d) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- e) If you are a first time user, please follow the steps given below. Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat / Physical Form

PAN*	<p>Enter your 10 digit alpha-numeric PAN* issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to enter, in the PAN field, the first two letters of their name and the 8 digits of the Sequence Number, printed on the address label.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For Example, If your name is <i>Ramesh Kumar</i> with sequence number 1 then enter <i>RA00000001</i> in the PAN field.</p>
------	--

DOB	Enter the Date of Birth in dd/mm/yyyy format as recorded in your demat account or in the company records for the said demat account or folio.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or company, please re-enter the User ID as mentioned in c(i) above in the Dividend Bank Details field.

- f) After entering these details appropriately, click on "SUBMIT" tab.
- g) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h) For Members holding shares in physical form the details can be used only for e-voting on the resolution contained in this Notice.
- i) Click on the EVSN against the Company's name for which you choose to vote i.e. XPRO INDIA LIMITED.
- j) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- k) Click on the "Resolution File Link" if you wish to view the entire Resolution.
- l) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "cancel" and accordingly modify your vote.
- m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n) You can also take a print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- o) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- p) Note for Non-Individual Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. You can also contact the helpdesk on the toll free number: 1800-200-5533.

- III. **The e-voting period commences on September 25, 2016 (9 a.m.) and ends on October 24, 2016 (5 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on September 16, 2016, may cast their vote electronically.** The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. The voting rights of shareholders shall be reckoned in proportion to their share(s) in the total paid up equity share capital of the Company as on September 16, 2016.
- V. Sri K. C. Khowala, Practising Company Secretary (Membership No. ACS 4695 & CP No.2421) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
11. In case of any queries / grievances connected with the voting by postal ballot, the members may contact Mr. S. C. Jain, Company Secretary at 2nd Floor, Birla Building, 9/1 R. N. Mukherjee Road, Kolkata - 700001; Phone: 033-3057 3700/3041 0900 (Extn.: 1267); E-mail : cosec@xproindia.com.
12. The Scrutinizer shall submit his report to the Chairman and in his absence to the Managing Director and Chief Executive Officer of the Company after completion of scrutiny. The Scrutinizer's decision on the validity of a completed postal ballot form shall be final and binding. The result of Postal Ballot shall be announced on Monday, October 31, 2016 by 10.30 a.m. at the Registered Office of the Company. The results of the Postal Ballot along with the scrutinizer's report will be hosted on the Company's website www.xproindia.com and the CDSL's website <https://www.evotingindia.com>. The results of the Postal Ballot along with the scrutinizer's report shall also be displayed on the Notice Boards of the Company at its Registered Office. The Special Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms and e-voting, i.e. Monday, October 24, 2016.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company continues to explore options for reorganisation and realigning its existing businesses. As a further part of these endeavours, the Board of Directors of the Company ("the Board"), has decided to obtain your approval to sell/transfer and/or otherwise dispose of the whole or substantially the whole of the Company's Faridabad Unit together with the infrastructure facilities, auxiliaries and utilities attached thereto, in whole or in parts on a going concern basis or otherwise, to such party or parties (other than Related Parties) as the Board deems appropriate and on such terms and conditions including consideration amount and with effect from such date and in such manner as may be decided by the Board and with power to the Board to finalize the terms and conditions as well as the means, methods or modes in respect thereof and to finalize and execute all required documents including agreements, memoranda, deeds of assignment/conveyance and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company.

Section 180(1)(a) of the Companies Act, 2013 requires prior approval from the general body through Special Resolution to sell, lease or otherwise dispose of the whole or substantially the whole of any of the company's undertakings and such approval has to be accorded through postal ballot.

In view of the above, the Board recommends for approval of Special Resolution of the attached Notice.

No Director, Key Managerial Personnel and relatives of Directors or Key Managerial Personnel of the Company are financially or otherwise concerned or interested in this Resolution.

By Order of the Board

Place : Kolkata
Date : September 4, 2016

S.C. JAIN
Company Secretary
Membership No. F2159

XPRO INDIA LIMITED

(CIN: L25209WB1997PLC085972)

Registered Office: Barjora-Mejia Road, P.O. Ghutgoria, Tehsil : Barjora, Distt : Bankura, West Bengal 722 202
Tel.:91-3241-257263/4 Fax: 91-3241-257266; email: cosec@xproindia.com; Website: www.xproindia.com

POSTAL BALLOT FORM

Serial No.....

1. Name and Registered address of :
sole/first named Shareholder
2. Name or name(s) of the joint holder(s) (if :
any)
3. Registered Folio No. /DP & Client ID No.* :
(*Applicable to investors holding shares
in Dematerialised form)
4. No. of share(s) held :
5. I/We hereby exercise my/our votes in respect of the following **Special Resolution** to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated September 4, 2016 of the Company by sending my/our assent or dissent to the said **Special Resolution** by placing the tick (v) mark in the appropriate box below:

Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Special Resolution under Sections 180(1)(a) and other applicable provisions of the Companies Act, 2013 and other applicable laws or regulations in India, to sell/transfer and/or otherwise dispose of the whole or substantially the whole of the Company's Faridabad Unit in whole or in parts, on a going concern basis or otherwise, to such party or parties (other than Related Parties) as the Board deems appropriate and on such terms and conditions including consideration amount and with effect from such date and in such manner as may be decided by the Board and with power to the Board to finalize the terms and conditions as well as the means, methods or modes in respect thereof and to finalize and execute all required documents including agreements, memoranda, deeds of assignment/conveyance and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company.			

Place :

Signature of the Shareholder(s)

Date :

Note : Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A member desiring to exercise his/her vote by postal ballot, may send the duly completed form in the enclosed self addressed postage prepaid envelope. The envelope bears the name of Sri K.C. Khowala, Practicing Company Secretary, the Scrutiniser appointed by the Board of Directors of the Company.
2. Postage on the envelope is borne by the Company. However, envelopes containing postal ballot form, if sent by courier or by registered post at the expense of the shareholder will also be accepted. The postal ballot(s) may also be deposited personally at the Company's Registered Office at Barjora - Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt.: Bankura, West Bengal 722 202 ("Registered Office") and office at 2nd Floor, Birla Building, 9/1 R. N. Mukherjee Road, Kolkata - 700 001.
3. A shareholder has to convey his/her assent or dissent in the postal ballot form only. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (v) in the appropriate column. Postal ballot form bearing (v) mark in both the columns will render the Form invalid.
4. In case of joint holding, the postal ballot form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in the absence of such Member, by the next named joint-holder. A member may sign the postal ballot form through an attorney; in such case, the registration number of the Power of Attorney registered with the Company shall be mentioned or a notarised certified true copy of the Power of Attorney should be attached to the postal ballot form. There will be only one postal ballot form for every folio irrespective of the number of joint shareholder(s).
5. In case of shares held by companies, trusts, societies, AOPs, etc., a duly completed postal ballot form should be signed by its authorised signatory. In such cases the duly completed postal ballot form should also be accompanied by a certified copy of the Board Resolution/authorisation together with the specimen signature(s) of the duly authorised signatory(ies).
6. A shareholder needs to neither use all his/her votes nor cast all his/her votes in the same way.
7. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed postal ballot form will be rejected. The postal ballot shall not be exercised by a proxy.
8. Notwithstanding anything mentioned elsewhere under these instructions, a postal ballot form shall be considered invalid if:
 - (a) A form other than one issued by the company has been used;
 - (b) It has not been signed by or on behalf of the shareholder;
 - (c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
 - (d) It is not possible to determine without any doubt the assent or dissent of the shareholder;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the shareholder;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - (j) Shareholder has made any amendment to the resolution or imposed any condition while exercising his/her vote.
9. A postal ballot form which is otherwise complete in all respects and is lodged within the stipulated date and time but is undated shall be considered valid.
10. The Scrutiniser's decision on the validity of postal ballot form will be final.
11. Members are requested not to send any other paper along with the postal ballot form (except those authorised by the Company) in the enclosed self addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutiniser and any extraneous paper found in such envelope would be destroyed by the Scrutiniser.
12. The resolution, if assented by requisite majority, shall be considered to have been passed on Monday, October 24, 2016 (i.e. the last date of receipt of completed postal ballot form and e-voting).