

XPRO INDIA LIMITED



Birla Building (2nd Floor),
9/1, R. N. Mukherjee Road,
Kolkata - 700 001, India

Tel. : +91-33-40823700/22200600
e-mail : xprocal@xproindia.com

September 29, 2020

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

Stock Symbol XPROINDIA(EQ)

The Dy. General Manager
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001

Stock Code No. 590013

Dear Sirs,

Sub: Proceedings of the 23rd Annual General Meeting held on Tuesday, September 29, 2020

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose gist of proceedings of the 23rd Annual General Meeting held on Tuesday, September 29, 2020.

Kindly take the above intimation on your record.

Thanking you,

Yours faithfully,
For Xpro India Limited

A handwritten signature in blue ink, appearing to read "Amit Dhanuka".

Amit Dhanuka
Company Secretary

Encl : a/a

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Gist of Proceedings of the 23rd Annual General Meeting of Xpro India Limited

1. Date, time and venue of the Meeting:

The 23rd Annual General Meeting (AGM) of the Members of the Company was held on Tuesday, September 29, 2020, through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India. The Meeting commenced at 10.30 a.m. and concluded at 11.05 a.m.

2. Proceedings in brief:

- Sri Sidharth Birla, Chairman, chaired the proceedings of the 23rd AGM.
- The requisite quorum being present, the Chairman called the Meeting to order. The Quorum was present throughout the Meeting.
- At the outset, the Chairman advised that the Company had taken necessary steps to ensure that the Members were able to attend and vote at the Meeting through electronic mode in a seamless manner.
- The Chairman welcomed the members and introduced the Directors, Statutory and Secretarial Auditors and Senior Executives of the Company attending the meeting through Video Conference from their respective locations.
- The Chairman advised the Members that the registers and documents, as statutorily required, were available for inspection on the e-voting website of Central Depository Services (India) Limited ('CDSL').
- The Chairman also confirmed that there were no qualification, reservation or adverse remark in the Auditors' Report on the Financial Statements and the report of Secretarial Auditors of the Company.
- Thereafter, the Chairman delivered his speech. He gave an overview of the financial performance of the Company for the Financial Year ended on March 31, 2020 and its future outlook.
- The Company Secretary informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies

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(Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'), the Company had extended voting facility to the Members of the Company in respect of business transacted at the 23rd AGM to cast their vote electronically from a place other than the venue of the Meeting i.e. Remote e-voting. The Remote e-voting period commenced on Saturday, September 26, 2020 (9.00 a.m. IST) and ended on Monday, September 28, 2020 (5.00 p.m. IST). Members who were present at the Meeting and had not cast their votes by remote e-voting were also allowed to cast their votes at the time of AGM through e-voting facility provided by the Company.

- The following items of business as set out in the Notice convening the 23rd Annual General Meeting were commended for members consideration and approval:

Ordinary Business

1. Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2020.
2. Reappointment of Smt. Madhushree Birla as Director.

Special Business

3. Reappointment of Sri Sidharth Birla (DIN: 00004213), as a Whole-time Director of the Company designated as Chairman effective March 1, 2020 for a period of three years and remuneration payable to him.
 4. Ratification of Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board for the Financial Year 2020-21.
- The Chairman gave opportunity to the Members who had registered themselves as Speakers to ask questions or seek clarifications on the Agenda items. Thereafter, he and Sri C Bhaskar, Managing Director and Chief Executive Officer, responded to the queries raised / clarifications sought by the Member(s) who spoke at the Meeting.
 - The Chairman also informed the members that Sri K. C. Khowala, a Practising Company Secretary, was appointed as the Scrutiniser for the purpose of scrutinising the e-voting done during the AGM and remote e-voting process.



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- The Chairman informed the members that the results of remote e-voting and e-voting done at the time of AGM shall be disseminated to the Stock Exchanges and also uploaded on the website of the Company and M/s Central Depository Services (India) Limited (CDSL), the Agency providing e-voting facility.

Notes:

- i. The Company will intimate Stock Exchanges the results of remote e-voting and e-voting done during the AGM.
- ii. This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

Kolkata
September 29, 2020

For Xpro India Limited

A handwritten signature in blue ink, appearing to read "Amit Dhanuka".

Amit Dhanuka
Company Secretary