

XPRO INDIA LIMITED



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

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e-mail : xprocal@xproindia.com

February 26, 2018

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 Sir,

As required under Regulation 30 of SEBI (LODR) Regulation, 2015, please find enclosed herewith a copy of the Minutes of Announcement of result of the Postal Ballot (Physical & Remote E-voting) conducted to pass Special Resolution circulated by courier/e-mail to all the Members of Xpro India Limited alongwith an Explanatory Statement, Postal Ballot Form and Postage Pre-paid Business Reply Envelope vide its Notice dated January 4, 2018 for sale, transfer and/or otherwise dispose of the whole or substantially the whole of the Company's Pithampur Unit.

Thanking you,

Yours faithfully,
For XPRO INDIA LTD

S. C. JAIN
Company Secretary

Enc: a/a

Minutes of Announcement of result of the Postal Ballot (Physical & Remote E-voting) conducted to pass Special Resolution circulated by courier/e-mail to all the Members of Xpro India Limited alongwith an Explanatory Statement, Postal Ballot Form and Postage Pre-paid Business Reply Envelope vide its Notice dated January 4, 2018 for sale, transfer and/or otherwise dispose of the whole or substantially the whole of the Company's Pithampur Unit

Sri C Bhaskar, Managing Director & Chief Executive Officer announced that Sri K. C. Khowala, Scrutinizer appointed for the purpose of conducting Postal Ballot (Physical & Remote E-voting) process, has submitted his report and according to the said Scrutinizer's report, 87 shareholders holding 62,21,913 shares have cast their votes in favour; 4 shareholders holding 23 shares have cast their votes against and votes of 3 shareholders holding 39 shares have been found invalid against the Special Resolution. Accordingly the following Special Resolution was passed on February 23, 2018:

"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 Pithampur 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."

Thereafter, he declared that the Resolution was carried by requisite majority as Special Resolution.

Date of entry : February 26, 2018

Sd/-
C Bhaskar
Managing Director &
Chief Executive Officer

Date: 26/02/2018

Place: N. Delhi

CERTIFIED TRUE COPY

For XPRO INDIA LTD.

S.C. JAIN
Company Secretary