

# XPRO INDIA LIMITED



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Kolkata - 700 001, India

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January 16, 2024

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: Proceedings of the Extra-Ordinary General Meeting held on Tuesday, January 16, 2024**

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 Extra-Ordinary General Meeting held on Tuesday, January 16, 2024.

Kindly take the above intimation on your record.

Thanking you,

Yours faithfully,  
For Xpro India Limited

Kamal Kishor Sewoda  
Company Secretary



Encl : a/a

**Gist of Proceedings of the Extra-Ordinary General Meeting of Xpro India Limited**

**1. Date, time and venue of the Meeting:**

The Extra-Ordinary General Meeting (EGM) of the Members of the Company was held on Tuesday, January 16, 2024, 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 11:00 a.m.

**2. Proceedings in brief:**

- Sri Sidharth Birla, Chairman, chaired the proceedings of the EGM.
- 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').
- Thereafter, the Chairman delivered his speech. He gave a broad overview of the Company's strategic direction and the objectives underlying the proposed Preferential Allotment of up to 14,35,750 warrants, each carrying a right to subscribe to 1 Equity Share of the Company, at an issue price of ₹ 975/- (Rupees Nine Hundred Seventy Five only) per Warrant, and Qualified Institutions Placement of not exceeding ₹ 150 Crores (Rupees One Hundred Fifty Crore only) by the issue of equity shares of face value of ₹ 10/- each in accordance with the specified terms and conditions of issue.
- 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 (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had extended voting facility to the Members of the Company in respect of business transacted at the EGM 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, January 13, 2024 (9.00 a.m. IST) and ended on Monday, January 15, 2024 (5.00 p.m. IST). Members who were present at the Meeting and had not cast their votes by Remote e-voting were allowed to cast their votes at the time of EGM through e-voting facility provided by the Company.
- The following items of business as set out in the Notice convening the Extra-Ordinary General Meeting dated December 19, 2023, read with addendum/ corrigendum dated January 8, 2024, were commended for Members consideration and approval:



**Special Business (Special Resolutions)**

1. To issue and allot up to 14,35,750 warrants, each carrying a right to subscribe to 1 Equity Share of the Company, at an issue price of ₹ 975/- (Rupees Nine Hundred Seventy-Five only) per warrant including a premium of ₹ 965/- (Rupees Nine Hundred Sixty-Five only), on a preferential allotment basis.
  2. To approve the raising of capital through Qualified Institutions Placement for an aggregate amount not exceeding ₹ 150 Crores (Rupees One Hundred Fifty Crore only) by the issue of equity shares of face value of Rs. 10/- each.
  3. To appoint Ms. Nandini Khaitan (DIN: 06941351), as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from February 1, 2024 to January 31, 2029.
- 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 Girish Bhatia, a Practicing Company Secretary, was appointed as the Scrutiniser for the purpose of scrutinising the e-voting done during the EGM and remote e-voting process.
  - The Chairman informed the Members that the results of remote e-voting and e-voting done at the time of EGM shall be disseminated to the Stock Exchanges and also uploaded on the website of the Company and Central Depository Services (India) Limited, 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 EGM.
- ii. This document does not constitute minutes of the proceedings of the Extra-Ordinary General Meeting of the Company.

Kolkata  
January 16, 2024



For Xpro India Limited

Kamal Kishor Sewoda  
Company Secretary