Xpro India Limited

Birla Building (2nd Floor)
9/1 R.N. Mukherjee Road
Kolkata 700 001, India.
+91 (033) 4082 3700/2220 0600 ; xprocal@xproindia.com

June 20, 2025

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
1st 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 Resolutions passed by way of Postal Ballot

With reference to the captioned subject, enclosed is the certified true copy of the Minutes of the Resolutions passed by way of Postal Ballot by the members of the Company as set out in the Postal Ballot Notice dated April 1, 2025. The Results of the Postal Ballot were declared on May 23, 2025.

We request you to take the above information on record.

Thanking you,

Yours faithfully,
For **Xpro India Limited**

KAMAL KISHOR SEWODA
Digitally signed by KAMAL KISHOR SEWODA
Date: 2025.06.20 13:05:12 +05'30'

Kamal Kishor Sewoda
Company Secretary

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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, MAY 22, 2025, RESULTS OF WHICH WERE DECLARED ON FRIDAY, MAY 23, 2025

The Board of Directors of the Company on April 1, 2025 approved the Postal Ballot Notice pursuant to the provisions of Section 110, read with Section 108 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), 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 Gaurav Jashwantlal Shah (DIN: 10922578) as an Independent Director of the Company

2. Appointment of Sri Utsav Parekh (DIN: 00027642) as a Non-Executive Non-Independent Director of the Company

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 MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("MUFG Intime"). The e-voting commenced on Wednesday, April 23, 2025 at 9.00 A.M. (IST) and ended on Thursday, May 22, 2025 at 5.00 P.M. (IST). The e-voting module was blocked by MUFG Intime 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, April 15, 2025. A newspaper advertisement as required under the Companies Act, 2013 was published in the "The Financial Express" (English) and "Aajkal" (Bengali) newspapers on April 23, 2025.

The Scrutinizer submitted his report on Postal Ballot through the remote e-voting process to Sri Kamal Kishor Sewoda, Company Secretary on Friday, May 23, 2025. On the basis of the Report of the Scrutinizer, Sri Kamal Kishor Sewoda, Company Secretary, declared the results of the Postal Ballot. He announced that the following Resolutions as set out in Postal Ballot Notice dated April 1, 2025 were duly approved by the members with requisite majority on Thursday, May 22, 2025 (i.e. last date for remote e-voting):

1. **Appointment of Sri Gaurav Jashwantlal Shah (DIN: 10922578) as an Independent Director of the Company (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 "Act"), 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 based on the recommendation of the Remuneration & Nomination Committee and approval of the Board of Directors of the Company, Sri Gaurav Jashwantlal Shah (DIN: 10922578), 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) of the Company by

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the Board of Directors with effect from April 14, 2025 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 April 14, 2025 upto April 13, 2030.

RESOLVED further that the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. **Appointment of Sri Utsav Parekh (DIN: 00027642) as a Non-Executive Non-Independent Director of the Company (Ordinary Resolution):**

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), 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 based on the recommendation of the Remuneration & Nomination Committee, Sri Utsav Parekh (DIN: 00027642), who was appointed as an Additional Director (under the category of Non-Executive Non-Independent Director) of the Company with effect from April 14, 2025 pursuant to the provisions of Section 161(1) of the Act and who holds office up to the date of ensuing annual general meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED further that the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

1. **Appointment of Sri Gaurav Jashwantlal Shah (DIN: 10922578) as an Independent Director of the Company**

Particulars	E-Voting		Postal Ballot		No. of Votes Cast Total		Percentage of Votes Cast (%)
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	
Assent	96	14800495	0	0	96	14800495	99.99
Dissent	5	757	0	0	5	757	0.01
Total	101	14801252	0	0	101	14801252	100
Invalid/ Abstain	1	15	0	0	1	15	-

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2. **Appointment of Sri Utsav Parekh (DIN: 00027642) as a Non-Executive Non-Independent Director of the Company:**

Particulars	E-Voting		Postal Ballot		No. of Votes Cast Total		Percentage of Votes Cast (%)
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	
Assent	83	14481126	0	0	83	14481126	97.97
Dissent	18	299886	0	0	18	299886	2.03
Total	101	14781012	0	0	101	14781012	100
Invalid/ Abstain	1	15	0	0	1	15	-

CERTIFIED TRUE COPY

For Xpro India Limited

Kamal Kishor Sewoda
Company Secretary

C Bhaskar
Managing Director &
Chief Executive Officer
DIN: 00003343
Date: June 20, 2025
Place: New Delhi