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

July 25, 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: **Proceedings of the 28th Annual General Meeting held on Friday, July 25, 2025**

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 28th Annual General Meeting held on Friday, July 25, 2025.

Kindly take the above intimation on your record.

Thanking you,

Yours faithfully,
For **Xpro India Limited**

KAMAL KISHOR SEWODA
Digitally signed by KAMAL KISHOR SEWODA

Kamal Kishor Sewoda
Company Secretary

Encl : a/a

Gist of Proceedings of the 28th Annual General Meeting of Xpro India Limited

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

   The 28th Annual General Meeting (AGM) of the Members of the Company was held on Friday, July 25, 2025, 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 11:49 a.m.

2. **Proceedings in brief:**

   - Sri Sidharth Birla, Chairman, chaired the proceedings of the 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 stated 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 Conferencing from their respective locations.
   - The Chairman advised the Members that the registers and other applicable documents, as statutorily required, were available for inspection on the e-voting website of MUFG Intime India Private Limited.
   - The Chairman also confirmed that there were no qualifications, reservations or adverse remarks in the Auditors' Report on the Financial Statements and the report of Secretarial Auditors of the Company.
   - Thereafter, the Chairman delivered his remarks including therein an overview of the performance of the Company, the status of markets and the general environmental scenario in respect of the Company and its business.
   - 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended voting facility to the Members of the Company in respect of business transacted at the AGM to cast their vote electronically through Remote e-voting. The Remote e-voting period commenced on Tuesday, July 22, 2025 from 9.00 A.M. (IST) and ended on Thursday, July 24, 2025 at 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 item of business as set out in the Notice convening the 28th Annual General Meeting dated May 29, 2025, were commended for members consideration and approval:
   - **Ordinary Business(es)**

     1. Adoption of Directors' Report, Audited Financial Statements and Auditors Report for the year ended March 31, 2025.
     2. Payment of dividend of INR 2.00 per ordinary share of the face value of INR 10 each of the Company for the financial year ended March 31, 2025.
     3. Re-appointment of Sri Bharat Jhaver (DIN: 00379111) as a Director.

Special Business(es)

4. Ratification of Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, appointed by the Board for the Financial Year 2025-26.

5. Appointment of M/s Mamta Binani & Associates, Company Secretaries as the Secretarial Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of this 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company to be held in 2030 (i.e., from the Financial Year April 1, 2025 - March 31, 2026 to April 1, 2029 - March 31, 2030).

6. Revision in the minimum remuneration of Sri C Bhaskar, Managing Director & Chief Executive Officer.

- The Chairman gave opportunity to the Members who had registered themselves as Speakers to ask questions or seek clarifications on the Agenda items.

- The Chairman and Sri C Bhaskar, Managing Director & Chief Executive Officer, responded to the queries raised / clarifications sought by the Member(s) who spoke at the Meeting.

- The Chairman 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 AGM 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 AGM shall be disseminated to the Stock Exchanges and also uploaded on the website of the Company and MUFG Intime India Private 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 AGM.

ii. This document does not constitute minutes of the proceedings of the 28th Annual General Meeting of the Company.

For Xpro India Limited

KAMAL KISHOR SEWODA

Digitally signed by KAMAL KISHOR SEWODA

Kamal Kishor Sewoda
Company Secretary

Kolkata
July 25, 2025