

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



May 27, 2026

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: Minutes of Resolution passed by way of Postal Ballot

With reference to the captioned subject, enclosed is the certified true copy of the Minutes of the Resolution passed by way of Postal Ballot by the members of the Company as set out in the Postal Ballot Notice dated February 4, 2026. The Result of the Postal Ballot was declared on May 2, 2026.

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: 2026.05.27 11:57:48
+05'30'

Kamal Kishor Sewoda
Company Secretary

Xpro India Limited

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xproindia

**Certified true copy of the minutes of the resolution passed by way of
Postal Ballot (through remote e-voting process) by the Members of
Xpro India Limited on Saturday, May 2, 2026, results of which
was declared on Saturday, May 2, 2026**

The Board of Directors of the Company on February 4, 2026 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 03/2025 dated September 22, 2025, 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 re-appointment of Sri Sidharth Kumar Birla, Chairman in the whole-time employment of the Company.

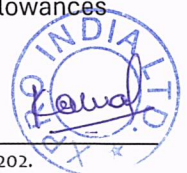
The Board had appointed Sri Girish Bhatia, Practicing Company Secretary (Membership No. FCS 3295 & CP No. 13792) as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. The e-voting facility to members was provided through MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("MUFG Intime"). The e-voting commenced on Friday, April 3, 2026, at 9.00 A.M. (IST) and ended on Saturday, May 2, 2026, 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 Friday, March 27, 2026. A newspaper advertisement as required under the Companies Act, 2013 was published in the "The Financial Express" (English) and "Aajkal" (Bengali) newspapers on April 3, 2026.

The Scrutinizer submitted his report on Postal Ballot through the remote e-voting process to Sri Kamal Kishor Sewoda, Company Secretary, on Saturday, May 2, 2026. On the basis of the Report of the Scrutinizer, Sri Sewoda declared the results of the Postal Ballot. He announced that the following Resolution as set out in Postal Ballot Notice dated February 4, 2026, was duly approved by the members with requisite majority on Saturday, May 2, 2026 (i.e. last date for remote e-voting):

1. Re-appointment of Sri Sidharth Kumar Birla, Chairman in the whole-time employment of the Company):

"RESOLVED that pursuant to the Articles of Association of the Company and the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any re-enactment thereof (the "Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time or any re-enactment thereof, the Members hereby approves the re-appointment of Sri Sidharth Kumar Birla (DIN: 00004213), Chairman in the whole-time employment of the Company whose office shall not be liable to retirement by rotation under the Act, for a period of three years with effect from March 1, 2026 to February 28, 2029, subject generally to the rules as laid down by the Board, at a remuneration by way of salary, commission, perquisites and other allowances as detailed herein below:



(i) Salary, commission (not exceeding 2% of the net profits), perquisites and other benefits/allowances (as per the rules of the Company) as may be decided by the Board of Directors from time to time, subject in aggregate to a maximum of 5% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act or any re-enactment thereof, as may be applicable, subject to an overall maximum of INR 3 Crores per annum; or

(ii) Where in any financial year the Company has no profits or its profits are inadequate, the Company shall pay remuneration to Sri Sidharth Kumar Birla by way of salary, house rent allowance, special allowance and other benefits/allowances (as per the rules of the Company) as may be approved by the Board of Directors from time to time as minimum remuneration up to an aggregate amount of INR 25.00 lakhs per month.

whichever of (i) or (ii) is higher

RESOLVED further that Sri Sidharth Kumar Birla shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on minimum remuneration specified here-in-above in accordance with the provisions of Schedule V to the Act and any statutory modifications or re-enactment thereof, if the Company has no profits or its profits are inadequate:

- (i) gratuity at a rate not exceeding half a month's salary for each completed year of service; and
- (ii) encashment of un-availed leave at the end of the tenure.

RESOLVED further that for the purpose of giving effect to this Resolution, the Board of Directors, be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate, to the extent permitted by law, any of the powers herein conferred to any Committee of Directors or to any Director(s) of the Company."

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

Re-appointment of Sri Sidharth Kumar Birla, Chairman in the whole-time employment of the Company for a period of three years with effect from March 1, 2026, to February 28, 2029.

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	114	13623331	0	0	114	13623331	100
Dissent	2	511	0	0	2	511	Neg.
Total	116	13623842	0	0	116	13623842	100
Invalid/ Abstain	0	0	0	0	-	-	-

CERTIFIED TRUE COPY
FOR XPRO INDIA LIMITED

Kamal

KAMAL KISHOR SEWODA
COMPANY SECRETARY

Sd/-
C Bhaskar
Managing Director
DIN: 00003343
Date: May 27, 2026
Place: New Delhi