

Quarterly Compliance Report on Corporate Governance

1. Name of the Company : XPRO INDIA LIMITED
 2. Quarter ending on : March 31, 2020

I. Composition of Board of Directors															
Title Mr./ Ms.	Name of the Director	PAN [§]	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure* (in months)	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No of Directors hip in listed entities including this listed entity. [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity. [in reference to proviso to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity. ** (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity. (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sidharth Kumar Birla	AEKPB3109B	00004213	Chairperson & Executive	10-09-1998	01-03-2020		-	17-07-1957	NA		3	1	1	-
Mrs.	Madhushree Birla	ADLPB0310L	00004224	Non-Executive	21-01-2004	21-01-2004		-	08-08-1955	NA		1	-	-	-
Mr.	Amitabha Guha	AAOPG6613K	02836707	Independent	24-03-2011	03-08-2019		68	10-11-1948	Y	03-08-2019	2	2	3	-
Mr.	Ashok Kumar Jha	AAJPJ8790P	00170745	Independent	26-07-2013	03-08-2019		68	18-04-1947	Y	03-08-2019	3	3	3	1
Mr.	Utsav Parekh	AGHPP4467H	00027642	Independent	15-09-1999	03-08-2019		68	28-08-1956	NA		4	3	7	3
Mr.	Ragothaman Sethumadhava Rao	AAFPR6833B	00042395	Independent	17-03-2000	03-08-2019		68	10-05-1946	Y	03-08-2019	5	5	6	4
Mr.	Chandrasekharan Bhaskar	AABPB4869M	00003343	Executive	01-01-2001	01-01-2018		-	03-05-1955	NA		3	2	2	1
Mrs.	Vijaya Sampath	AHEPS6523K	00641110	Independent	06-11-2019	06-11-2019		5	26-05-1953	NA		6	6	9	1

Whether Regular Chairperson appointed - Yes
 Whether Chairperson is related to Managing Director or CEO - No

§ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* to be filled only for independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** Committee Membership includes chairmanship.



II. Composition of Committees						
Sr. No.	Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category(Chairperson/ Executive/Non-Executive /Independent/Nominee) [§]	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	RagothamanSethumadhavaRao Utsav Parekh AmitabhaGuha	Chairperson - Independent Independent Independent	January 16, 2003 January 29, 2000 October 28, 2013	- - -
2	Nomination & Remuneration Committee	Yes	AmitabhaGuha Sidharth Kumar Birla Utsav Parekh	Chairperson –Independent Executive Non-Executive – Independent	December 17, 2015 October 18, 2000 October 18, 2000	- - -
3	Risk Management Committee (ifapplicable)	N.A.				
4	Stakeholders Relationship Committee	Yes	Utsav Parekh AmitabhaGuha ChandrasekharanBhaskar	Chairperson –Independent Independent Executive Director	January 29, 2000 October 31, 2012 January 1, 2001	- - -

§ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any)in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present *	Maximum gap between any two consecutive (in number of days)
November 6, 2019	February 11, 2020	Yes	6	3	96

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Type of Committees	Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	February 11, 2020	Yes	2	2	November 6, 2019	96
Nomination & Remuneration Committee	January 13, 2020	Yes	3	2	November 6, 2019	67
Stakeholders Relationship Committee	February 11, 2020	Yes	2	1	November 6, 2019	96

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

** to be filled in only for the current quarter meetings



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder-approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note:</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee</p> <p>b. Nomination & Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities) – N.A.</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here : NIL</p>	
<p>Name : Sayar Chand Jain Designation : Company Secretary and Compliance Officer</p> <p>Place : Kolkata Date : May 13, 2020</p> <p style="text-align: center;">For XPRO INDIA LTD.  S.C. JAIN Company Secretary</p>	

Note :

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	If Yes, provide link to website. If No / NA, provide reasons
As per regulation 46(2) of the LODR		
a) Details of business	Yes	www.xproindia.com
b) Terms and conditions of appointment of independent directors	Yes	www.xproindia.com
c) Composition of various committees of board of directors	Yes	www.xproindia.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.xproindia.com
e) Details of establishment of vigil mechanism/Whistle Blower policy	Yes	www.xproindia.com
f) Criteria of making payments to non-executive directors	Not Applicable	-
g) Policy on dealing with related party transactions	Yes	www.xproindia.com
h) Policy for determining 'material' subsidiaries	Yes	www.xproindia.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.xproindia.com
j) Email address for grievance redressal and other relevant details	Yes	www.xproindia.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.xproindia.com
l) Financial results	Yes	www.xproindia.com
m) Shareholding pattern	Yes	www.xproindia.com
n) Details of agreements entered into with the media companies and/or their associates	Not Applicable	-
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable	-
p) New name and the old name of the listed entity	Not Applicable	-
q) Advertisements as per regulation 47 (1)	Yes	www.xproindia.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.xproindia.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.xproindia.com
As per other regulations of the LODR		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.xproindia.com
b) Materiality Policy as per Regulation 30	Yes	www.xproindia.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable	-

It is certified that these contents on the website of the listed entity are correct



II. Annual Affirmations	
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Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Not Applicable
Meeting of Risk Management Committee	21(3A)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirement with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D and O insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied

Name : Sayar Chand Jain
Designation : Company Secretary and Compliance Officer

Place : Kolkata
Date : May 13, 2020

For XPRO INDIA LTD.

S.C. JAIN
Company Secretary