

XPRO INDIA LIMITED



Birla Building (2nd Floor),
9/1, R. N. Mukherjee Road,
Kolkata - 700 001, India

Tel: +91-33-40823700/22200600

e-mail: xprocal@xproindia.com

April 17 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)

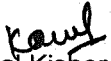
Stock Code No. 590013

Dear Sir/Madam,

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance as required under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended March 31, 2024.

Thanking you,

Yours faithfully,
For Xpro India Ltd.


Kamal Kishor Sewoda
Company Secretary

Encl: a/a

ANNEXURE I

Quarterly Compliance Report on Corporate Governance

1. Name of the Company : XPRO INDIA LIMITED
 2. Quarter ending on : March 31, 2024

| I. Composition of Board of Directors | | | | | | | | | | | | | | | |
|--------------------------------------|-----------------------------|------------------|----------|---|-----------------------------|------------------------|-------------------|----------------------|---------------|------------------------------------|------------------------------------|--|---|--|---|
| Title Mr./ Ms. | Name of the Director | PAN ^s | DIN | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^a | 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 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 | 01-03-2023 | | - | 17-07-1957 | NA | | 2 | 1 | 1 | - |
| Mr. | Krishnamurthy Balakrishnan | AEWPB3430K | 00034031 | Independent | 25-05-2022 | 24-06-2022 | | 22 | 26-12-1958 | NA | | 1 | 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 | | 116 | 10-11-1948 | Y | 03-08-2019 | 3 | 3 | 3 | - |
| Mr. | Ashok Kumar Jha | AAJPJ8790P | 00170745 | Independent | 26-07-2013 | 03-08-2019 | | 116 | 18-04-1947 | Y | 03-08-2019 | 3 | 3 | 3 | 1 |
| Mr. | Bharat Jhaver | AAAPJ5085E | 00379111 | Non-Executive | 25-05-2022 | 24-06-2022 | | - | 27-11-1977 | NA | | 2 | - | 1 | - |
| Ms. | Suhana Murshed | ABJPI5989G | 08572394 | Independent | 10-08-2021 | 10-08-2021 | | 32 | 05-11-1982 | NA | | 2 | 2 | - | - |
| Mr. | Utsav Parekh | AGHPP4467H | 00027642 | Independent | 15-09-1999 | 03-08-2019 | | 116 | 28-08-1956 | NA | | 7 | 5 | 9 | 4 |
| Mr. | Ragothaman Sethumadhava Rao | AAFPR6833B | 00042395 | Independent | 17-03-2000 | 03-08-2019 | | 116 | 10-05-1946 | Y | 03-08-2019 | 1 | 1 | 1 | 1 |
| Mr. | Manoj Mohanka | AEXPM3719F | 00128593 | Independent | 01-09-2023 | 01-09-2023 | | 7 | 05-03-1963 | NA | | 6 | 6 | 6 | 2 |
| Mr. | Chandrasekharan Bhaskar | AABPB4869M | 00003343 | Executive | 01-01-2001 | 01-01-2021 | | - | 03-05-1955 | NA | | 3 | 2 | 2 | 1 |

For Xpro India Limited


 Kamal Kishor Sewoda
 Company Secretary

| | | | | | | | | | | | | | | | |
|-----|-----------------|------------|----------|-------------|------------|------------|--|---|------------|----|--|---|---|---|---|
| Ms. | Nandini Khaitan | AFFPK2129N | 06941351 | Independent | 01-02-2024 | 01-02-2024 | | 2 | 15-02-1980 | NA | | 1 | 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 | Ragothaman Sethumadhava Rao Utsav Parekh Amitabha Guha Krishnamurthy Balakrishnan | Chairperson - Independent Independent Independent Independent | January 16, 2003 January 29, 2000 October 28, 2013 May 23, 2023 | - - - - |
| 2 | Nomination & Remuneration Committee | Yes | Amitabha Guha Sidharth Kumar Birla Utsav Parekh Suhana Murshed | Chairperson –Independent Executive Non-Executive – Independent Non-Executive – Independent | December 17, 2015 October 18, 2000 October 18, 2000 July 10, 2023 | - - - - |
| 3 | Risk Management Committee | Yes | Ragothaman Sethumadhava Rao Amitabha Guha Chandrasekharan Bhaskar Himangshu Bakshi Vinay Kumar Agarwal | Chairperson – Independent Independent Executive Director Senior President & Chief Operating Officer President (Finance) & Chief Financial Officer | August 14, 2020 August 14, 2020 August 14, 2020 August 14, 2020 August 14, 2020 | - - - - - |
| 4 | Stakeholders Relationship Committee | Yes | Utsav Parekh Amitabha Guha Chandrasekharan Bhaskar | 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, 2023 | | Yes | 11 | 7 | - |
| December 19, 2024 | | Yes | 11 | 7 | 42 |
| | January 29, 2024 | Yes | 11 | 7 | 40 |

For Xpro India Limited


Kamal Kishor Sewoda
Company Secretary

| | | | | | |
|--|-------------------|-----|----|---|----|
| | February 26, 2024 | Yes | 12 | 8 | 27 |
|--|-------------------|-----|----|---|----|

* 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 | January 29, 2024 | Yes | 4 | 4 | November 6, 2023 | 83 |
| Audit Committee | February 26, 2024 | Yes | 4 | 4 | | 27 |
| Risk Management Committee | January 10, 2024 | Yes | 3 | 2 | | |
| Corporate Social Responsibility Committee | January 27, 2024 | Yes | 4 | 2 | | |
| Corporate Social Responsibility Committee | February 26, 2024 | Yes | 4 | 2 | | 29 |

* 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 |


Note:

- 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.
- If status is "No" details of non-compliance may be given here.

Details of Cyber security incidence


| | |
|--|----|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | No |
|--|----|

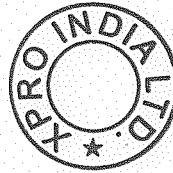
For Xpro India Limited


Kamal Kishor Sewoda
Company Secretary

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 1000 listed entities)
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.
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.
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**


Name : Kamal Kishor Sewoda
Designation : Company Secretary and Compliance Officer
Place : Kolkata
Date : 17-04-2024



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.

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

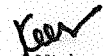
| I. Disclosure on website in terms of Listing Regulations | | | |
|---|--------------------------------------|-----------------------|-------------------|
| Item | Compliance status (Yes/No/NA) | Company Remark | Website |
| As per regulation 46(2) of the LODR: | | | |
| Details of business | Yes | | www.xproindia.com |
| Terms and conditions of appointment of independent directors | Yes | | www.xproindia.com |
| Composition of various committees of board of directors | Yes | | www.xproindia.com |
| Code of conduct of board of directors and senior management | Yes | | www.xproindia.com |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.xproindia.com |
| Criteria of making payments to non-executive directors | Yes | | www.xproindia.com |
| Policy on dealing with related party transactions | Yes | | www.xproindia.com |
| Policy for determining 'material' subsidiaries | Yes | | www.xproindia.com |
| Details of familiarization programs imparted to independent | Yes | | www.xproindia.com |
| Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor | Yes | | www.xproindia.com |
| Contact information of the designated officials of the listed entity | Yes | | www.xproindia.com |
| Financial results | Yes | | www.xproindia.com |
| Shareholding pattern | Yes | | www.xproindia.com |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | | |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional | Yes | | www.xproindia.com |
| New name and the old name of the listed entity | Not Applicable | | |
| Advertisements as per regulation 47 (1) | Yes | | www.xproindia.com |
| Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained | Yes | | www.xproindia.com |
| Separate audited financial statements of each subsidiary of the | Yes | | www.xproindia.com |
| As per other regulations of the LODR: | | | |
| Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | www.xproindia.com |
| Materiality Policy as per Regulation 30 | Yes | | www.xproindia.com |
| Dividend Distribution policy as per Regulation 43A (as applicable) | Yes | | www.xproindia.com |
| It is certified that these contents on the website of the listed entity | Yes | | www.xproindia.com |

For Xpro India Limited


Kamal Vishor Sewoda
Company Secretary

| II Annual Affirmations | | |
|---|------------------------------|-------------------------------------|
| 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 & 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) | Yes |
| Meeting of Risk Management Committee | 21(3A) | Yes |
| 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) | Not Applicable |
| 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 requirements with respect to subsidiary of listed entity | 24(2),(3),(4), (5) & (6) | Yes |

For Xpro India Limited


Kama Kishor Sewoda
Company Secretary

| | | |
|---|---------------|----------------|
| Annual Secretarial Compliance Report | 24(A) | Yes |
| Alternate Director to Independent Director | 25(1) | Not Applicable |
| 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 & 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 |

| | |
|--------------------------|--|
| Other Information | |
|--------------------------|--|

III Affirmations:

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

| | |
|--------------------------|--|
| Other Information | |
|--------------------------|--|

Name : **KAMAL KISHOR SEWODA**
Designation : **Company Secretary & Compliance Office**
Place : **Kolkata**
Date : **17-04-2024**



Half year ending March 31, 2024

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
|--|---|--|
| Promoter or any other entity controlled by them | Nil | Nil |
| Promoter Group or any other entity controlled by them | Nil | Nil |
| Directors (including relatives) or any other entity controlled by them | Nil | Nil |
| KMPs or any other entity controlled by them | Nil | Nil |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|--|---------------------------------------|--|---|
| Promoter or any other entity controlled by them | Nil | Nil | Nil |
| Promoter Group or any other entity controlled by them | Nil | Nil | Nil |
| Directors (including relatives) or any other entity controlled by them | Nil | Nil | Nil |
| KMPs or any other entity controlled by them | Nil | Nil | Nil |



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of Security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | Nil | Nil | Nil |
| Promoter Group or any other entity controlled by them | Nil | Nil | Nil |
| Directors (including relatives) or any other entity controlled by them | Nil | Nil | Nil |
| KMPs or any other entity controlled by them | Nil | Nil | Nil |

(D) If the Listed Entity would like to provide any other information the same may be indicated here

Nil

| Affirmations | |
|---|---|
| <p>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</p> | |
| Company Remarks in case of non-compliant status | |
| Name | Vinay Kumar Agarwal |
| Designation | President Finance & Chief Financial officer |
| Place | New Delhi |
| Date | April 17, 2024 |



(Handwritten signature)