



# **XPRO INDIA LIMITED**

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**CORPORATE GOVERNANCE REPORT 2014/15**

**Board of Directors**

**Sri Sidharth Birla**

*Chairman*

**Smt. Madhushree Birla**

**Sri Amitabha Guha**

**Sri Ashok Kumar Jha**

**Sri Haigreve Khaitan** *(upto January 30, 2015)*

**Ms Nandini Khaitan** *(from March 21, 2015)*

**Sri P. Murari**

**Sri Utsav Parekh**

**Sri S. Ragothaman**

**Sri C. Bhaskar**

*Managing Director & Chief Executive Officer*

**Company Secretary**

**Sri S.C. Jain**

**Senior Executives**

**Sri H. Bakshi**

*President & Chief Operating Officer*

**Sri V.K. Agarwal**

*Joint President & Chief Financial Officer*

**Sri N. Ravindran**

*Joint President (Marketing)*

**Sri U.K. Saraf**

*Joint President, Coex Division (FBD & GRN)*

**Sri Anil Jain**

*Executive Vice President, Coex Division (RNJ)*

**Sri Sunil Mehta**

*Executive Vice President, Biax Division (Pithampur)*

**Registered Office**

Barjora-Mejia Road,  
P.O. Ghutgoria, Tehsil : Barjora,  
Distt : Bankura 722 202, West Bengal

*Tel.:+91-3241-257263/4  
e-mail: cosec@xproindia.com  
website: www.xproindia.com*

**Corporate Office**

1, Industrial Area, NIT,  
Faridabad 121 001, Haryana

**Biax Division**

Barjora-Mejia Road,  
P.O. Ghutgoria, Tehsil : Barjora,  
Distt : Bankura 722 202, West Bengal

Plot No.78, Sector III,  
Industrial Area, Pithampur,  
Distt : Dhar 454 774, Madhya Pradesh

**Coex Division**

3, Industrial Area, NIT,  
Faridabad 121 001, Haryana

32, Udyog Vihar, Greater Noida,  
Gautam Budh Nagar 201 306, Uttar Pradesh  
  
Plot E-90/1, MIDC Industrial Area,  
Ranjangaon, Distt. Pune 412 220, Maharashtra

**Registrar & Share Transfer Agents**

MCS Share Transfer Agent Limited,  
12/1/5, Manoharpukur Road, Ground Floor,  
Kolkata 700 026

**Auditors**

M/s Deloitte Haskins & Sells  
Ahmedabad

**Company Identification Number**

L25209WB1997PLC085972

### **REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE**

The Board has adopted its corporate governance obligations under relevant regulations, listing agreement and laws as well as best practices relating thereto. The Board believes that good governance is voluntary and self-disciplining, with the strongest impetus coming from Directors and the management itself, and ultimately leads to enhancement of value for all stakeholders. The management and organization at Xpro India Limited aims to be progressive, competent and trustworthy, creating and enhancing value for stakeholders and customers, while reflecting and respecting the best of Indian values in conduct. The Board lays significant emphasis on integrity, transparency and accountability.

### **THE BOARD OF DIRECTORS**

#### ***Composition***

The Board presently consists of 9 Directors, of whom 6 are independent, and a total of 8 are non-executive. Current regulations require that the Company should have at least one Woman Director and that at least 50% of the Directors should be independent; these criteria are met. Independent Directors play an important role in deliberations at the Board level, bring with them their extensive experience in various fields including banking, finance, law, administration and policy, and contribute significantly to Board committees. Their independent role vis-à-vis the Company implies that they have a distinct contribution to make by adding a broader perspective, by ensuring that the interests of all stakeholders are kept in acceptable balance and also in providing an objective view in any potential conflict of interest between stakeholders. Our Board has 6 independent Directors viz. Sri Amitabha Guha, a Banker, Sri Ashok Kumar Jha (IAS retired, formerly Finance Secretary, Govt. of India), Ms Nandini Khaitan, Advocate, Sri P. Murari (IAS retired, formerly Secretary to the Govt. of India), Sri Utsav Parekh (Merchant Banker) and Sri S. Ragothaman (company director, formerly senior officer at ICICI).

Independent Directors are given a formal letter of appointment (copy available on Company's website) which, inter alia, explains their role, function, duties and responsibilities. The Company has drawn up a Familiarization Programme for Independent Directors with a view to familiarize them with the Company, their roles, rights and responsibilities in the Company, nature of industry in which the company operates, business model of the company etc. (weblink: <http://www.xproindia.com/data/XILIDFmlrznProg.pdf>). The Remuneration & Nomination Committee has laid down the criteria for performance evaluation of Independent Directors (Annexed herewith) and such evaluation is done by the Board (excluding the Director being evaluated) and based on the evaluation, the Board determines the continuation/extension of the term of Independent Director. Performance evaluation of Non-Independent Directors and the Board as a whole and Chairman of the Company is also done by the Independent Directors as per relevant regulations. The Board has also formulated a plan for orderly succession of Board members and the senior management. As a policy, and as per the Articles of the Company, the identities, positions, duties and responsibilities of the Chairman and Chief Executive Officer are kept separate and suitably defined. Accordingly the Chairman's position, even where whole-time, has been considered non-executive in nature as his role specified by the Board does not cover routine managerial tasks and responsibilities. The management of the Company is vested in executive director(s) appointed for the purpose, subject to the general supervision, control and direction of the Board. Sri C Bhaskar is the Managing Director & Chief Executive Officer accountable to the Board for actions and results and is the only executive director. Sri Sidharth Birla and Smt. Madhushree Birla represent promoters and are related to each other; none of the other Directors are related to each other or to promoters. Details of Directors are given below by category, attendance, directorships (public limited companies only) ("B"), membership and chairmanship ("M" & "Ch") of SEBI specified committees, sitting fees (including committees) and commission (if any) paid during the year, and shareholding in the Company as on March 31, 2015.

As required by law, the appointment(s) and remuneration(s) of any executive director(s) and of the Chairman (if whole-time) requires the approval of members; such approvals are for a period of not more than 5 years and, when eligible, they can be re-appointed at the end of the term. Independent Directors, as required under the Companies Act, 2013, are appointed for a term of upto 5 years in Annual General Meeting, and are eligible for re-appointment but cannot hold office for more than two consecutive terms (becoming eligible again after the expiry of three years

## XPRO INDIA LIMITED : CORPORATE GOVERNANCE REPORT 2014/15

from ceasing to be an independent director). All the other Directors retire every year and, when eligible, qualify for re-appointment. Nominees of Financial Institutions (if any) are not considered independent and do not usually retire by rotation. The Board has chosen not to, in the usual course, propose appointment or re-appointment of a Director or Executive Director who has completed 80 & 65 years of age respectively. Specified details are provided in the notice for any Directors' appointment or re-appointment.

Director / Category	Attendance	B / M / Ch	Fees/Commission (Rs.)	Shareholding
<b><u>Independent</u></b>				
Sri Amitabha Guha	5 / 6	5 / 4 / -	3,75,000	-
Sri Ashok Kumar Jha	5 / 6	5 / 4 / -	2,30,000	-
Sri Haigreave Khaitan ( <i>upto January 30, 2015</i> )	1 / 6	-	45,000	51,000 (0.44%)
Ms Nandini Khaitan ( <i>w.e.f. March 21, 2015</i> )	-	10 / - / -	-	-
Sri P. Murari	3 / 6	8 / 5 / 2	1,65,000	-
Sri Utsav Parekh	3 / 6	9 / 5 / 1	2,70,000	51,000 (0.44%)
Sri S. Ragothaman	4 / 6	9 / 5 / 3	3,00,000	54,493 (0.47%)
<b><u>Representing Promoters</u></b>				
Smt. Madhushree Birla	4 / 6	3 / - / -	1,50,000	125 (neg.%)
Sri Sidharth Birla	6 / 6	5 / - / -	Nil	2,01,875 (1.73%)
<b><u>Executive (Managing Director)</u></b>				
Sri C Bhaskar	6 / 6	4 / 2 / -	Nil	80,001 (0.69%)

*Sri Sidharth Birla & Sri C Bhaskar are employed by the Company*

### **Responsibilities**

The Board's fundamental concentration is on strategic issues and approval, policy and control, and delegation of powers. The Board has specified a schedule of major matters (covering those required under law or regulations) that are reserved for its consideration and decision, including, inter alia, review of corporate performance, reporting to shareholders, approving annual budget including capital budget, monitoring the implementation and effectiveness of the governance practices, appointing key executives and monitoring their remuneration, monitoring and managing potential conflicts of interest, ensuring integrity of Company's accounting and financial reporting system and that appropriate systems of control are in place, reviewing Board evaluation framework, setting up corporate cultural values and high ethical standard, treating all shareholders fairly and exercising objective independent judgment on corporate affairs.

The respective roles of the Board and management are clearly demarcated. The management is required to (a) provide necessary inputs and basis to support the Board in its decision making and evaluation process in respect of the Company's strategy, policies, targets and code of conduct; (b) manage day-to-day affairs of the company to best achieve targets and goals approved by the Board; (c) implement all policies and the code of conduct, as approved by the Board; (d) provide timely, accurate, substantive and material information, including on all financial matters and exceptions, if any, to the Board and/or its committees; (e) be responsible for ensuring strict and faithful compliance of all applicable laws and regulations; and (f) implement sound, effective internal control systems and the Risk Management Procedure framed by the Board. The Board has adopted a Code of Conduct for Directors and Senior Executives and laid down (i) a general Code of Conduct for employees; (ii) Policy for Prevention of Sexual Harassment at Work place; (iii) Whistle Blower Policy; and (iv) CSR Policy. The Board has also laid down a Code of Conduct for Prevention of Insider Trading (as amended recently), administered by the Compliance Officer. The Board requires the organization to endeavor to conduct business and develop relationships in a responsible, dignified and honest way and these codes aim to establish the policy framework. Management of the organization and conduct of affairs of the Company lie with the Managing Director & Chief Executive Officer, who heads the management team. The President & Chief Operating Officer holds operational responsibility for day-to-day activities of the divisions under his charge. The Joint President & Chief Financial Officer, heads the finance function discharging the responsibilities entrusted to him under regulations and by the Board. They are collectively entrusted with ensuring that all management functions are carried out effectively and professionally.

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### **BOARD MEETINGS AND COMMITTEES**

Board meetings are normally held at Company offices, including at plants, and are typically scheduled well in advance. The Board meets at least once after the end of each quarter to, inter-alia, review all relevant matters and consider and approve quarterly financial results. The Board sometimes meets on an ad-hoc basis to receive presentations about and deliberate upon the strategic and operational plans of the management. Agenda for all meetings are prepared by the Secretary in consultation with the Chairman and papers are circulated to all directors in advance. Directors have access to the Secretary's support and all information of the Company and are free to suggest inclusion of any relevant matter in the Agenda. Senior officers are called to provide clarifications or presentations whenever required. To enable fuller and detailed attention to relevant matters, the Board from time to time delegates specified issues and matters to committees which report to it. However no matter which under law or the Articles may not be delegated by the Board, or requires its explicit approval, is left to the final decision of any committee. During the year the Board met 6 times on May 9, July 30, November 6, December 19, 2014, January 30 & March 21, 2015.

**Independent Directors' Meeting** held on January 30, 2015 to, inter alia, discuss matters prescribed under applicable company law & SEBI Regulations, was attended by Sri Amitabha Guha, Sri Ashok Kumar Jha, Sri Utsav Parekh and Sri S. Ragothaman. Leave of absence was granted to Sri P. Murari.

#### ***Audit Committee***

The terms of reference of the Audit committee, as specified by the Board in writing, includes the whole as specified in the Companies Act and in regulations, including review of audit procedures and techniques, financial reporting systems, reviewing and approving related party transactions, scrutiny of inter-corporate loans and investments, review of the functioning of the Whistle Blower mechanism, review of Management discussion and analysis report, Management letters/Letters of internal control weakness from Auditors, internal Audit Reports relating to internal control weaknesses, internal control systems and procedures besides ensuring compliance with relevant regulatory guidelines. The committee members are all independent directors collectively having skills and requisite knowledge in finance, accounts and company law. The committee recommends the appointment of CFO, as and when required, external, internal and cost auditors and their fees and other payments and also takes an overview of the financial reporting process to ensure that the financial statements are correct, sufficient and credible. Any financial reports of the Company can be placed in the public domain only after review by the Audit committee. The reports of the statutory as well as internal auditors are regularly reviewed, along with comments and action-taken reports of management. The committee has explicit authority to investigate any matter within its terms of reference and has full access to the information, resources and external professional advice which it may require. The committee comprises Sri S. Ragothaman (as its Chairman), Sri Utsav Parekh, Sri P. Murari and Sri Amitabha Guha, and is mandated to meet at least four times in a year to assess the final audited accounts and to review each quarter Un-audited Financial Results and the limited review reports before they are put up to the Board. The committee met 5 times during the year. The meeting on May 9, 2014 was attended by Sri S. Ragothaman, Sri Amitabha Guha and Sri P. Murari, that of June 2, 2014 by Sri S. Ragothaman and Sri Amitabha Guha, that of July 29, 2014 by Sri S. Ragothaman, Sri Amitabha Guha and Sri Utsav Parekh, that of November 5, 2014 by Sri P. Murari, Sri Utsav Parekh and Sri Amitabha Guha while the meeting of January 30, 2015 was attended by Sri S. Ragothaman, Sri Utsav Parekh and Sri Amitabha Guha.

#### ***Remuneration & Nomination Committee***

The Remuneration & Nomination Committee (which discharges the functions of the Nomination and Remuneration Committee as envisaged under Sec.178 of the Companies Act, 2013) comprises of a majority of independent directors. The Committee helps ensure that non-executive Directors make decisions on the appointment, remuneration, assessment and progression of Executive Directors and senior officers; remuneration of the Chairman is recommended by the Committee to the Board of the Company and compensation to other non-executive Directors is a subject only for the whole Board. The Committee has devised a policy on Board diversity and when required, makes recommendations to the Board on filling up Board vacancies that may arise from time to time or on induction of further Directors to strengthen the Board. The Committee has also formulated criteria for determining qualifications, positive attributes and independence of a director and recommended to the Board a

policy for the remuneration of the Directors, Key Managerial Personnel and other employees as well as criteria for evaluation of Independent Directors and the Board (Remuneration Policy and the Evaluation criteria are annexed herewith). The Committee is also entrusted with discharging the functions of a Compensation Committee as envisaged in SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The committee comprises of Sri P. Murari, (Chairman), Sri Sidharth Birla, Sri Haigreve Khaitan (upto January 30, 2015) and Sri Utsav Parekh. The committee met on May 9, 2014 (attended by Sri P. Murari and Sri Sidharth Birla), on November 6, 2014 (attended by Sri P. Murari, Sri Sidharth Birla and Sri Utsav Parekh) and on December 19, 2014 (attended by Sri P. Murari, Sri Sidharth Birla and Sri Haigreve Khaitan).

All directors other than the Chairman and any executive director(s) are paid sitting fees for meetings of the Board or its committees attended: Rs.50,000 each per meeting of the Board, Rs.50,000 each per Independent Directors' Meeting, Rs.30,000 each per meeting of the Audit Committee, Rs. 25,000 each per meeting of the Remuneration & Nomination Committee and Rs.5,000 each per meeting of the Stakeholders Relationship Committee. No fee is paid for meetings of the CSR Committee and Committee of Directors. Members have approved the payments of (i) a commission for non-executive directors with effect from April 1, 2012 not exceeding 1% of the net profits of the Company determined in accordance with relevant provisions of the Companies Act; (ii) a remuneration to Sri Sidharth Birla, Chairman, re-appointed by the Board of Directors with effect from March 1, 2014 for 3 years, by way of a Salary, commission (not exceeding 2% of 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 197 of the Companies Act, 2013 or any re-enactment thereof, as may be applicable (in aggregate subject to minimum remuneration as per limits specified in Part II Section II Para (A) of Schedule V of the Companies Act, 2013 or any re-enactment thereof, as may be applicable). Accordingly he is now paid a salary of Rs.5.00 lacs per month and other benefits/allowances as per rules of the Company; (iii) a remuneration to the Managing Director & Chief Executive Officer, Sri C. Bhaskar, re-appointed with effect from January 1, 2015 for 3 years (subject to approval of the members by a Special Resolution in the ensuing Annual General Meeting and such other approvals as may be necessary), comprising of salary, commission (not exceeding 2% of net profits), perquisites and other benefits/allowances as may be decided by the Board from time to time, subject in aggregate to a maximum of 5% of the net profits of the company as per relevant calculation (in aggregate subject to minimum remuneration of Rs. 10 lacs per month or such higher sum as may be permitted pursuant to an application to the Central Government or vide any statutory modification or re-enactment). Accordingly he is now paid a salary of Rs.5.35 lacs per month and other benefits & allowances as per rules of the Company. There are no severance fees (routine notice period not considered as severance fees) or other benefits.

#### ***Stakeholders Relationship Committee***

The Committee is empowered to consider and resolve the grievances of security holders of the Company as well as to discharge all functions of the Board in connection with transfers and issue of certificates and record keeping in respect of the securities issued by the Company from time to time, as well as to oversee the performance of the Registrar and Share Transfer Agents. Any shareholder grievance is referred to this Committee in the first instance for earliest resolution of a problem. The Company has approximately 39,000 shareholders and with a view to expedite share transfers, the Registrar and Share Transfer Agents of the Company, MCS Share Transfer Agent Limited, has been authorised to effect share transfers/transmissions, etc. Sri S.C. Jain, Secretary, is the Compliance Officer under relevant regulations. The committee is chaired by Sri Utsav Parekh and includes Sri Amitabha Guha and Sri C. Bhaskar. The Company/RTA received 2 complaints/queries during the year from shareholders (directly or through regulatory bodies); as of March 31, 2015 (a) all complaints/queries were resolved and none were pending and (b) No share transfer applications were pending for registration.

#### ***Committee of Directors***

A Committee of Directors comprising of Sri Sidharth Birla, Sri Utsav Parekh and Sri C. Bhaskar attends to matters specified and/or delegated appropriately by the Board from time to time. The Committee meets as and when required to attend to urgent matters delegated to it.

## **XPRO INDIA LIMITED : CORPORATE GOVERNANCE REPORT 2014/15**

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### ***Corporate Social Responsibility ("CSR") Committee***

The Board of Directors have constituted a Corporate Social Responsibility ("CSR") Committee, in line with the provisions of the Companies Act, 2013 to (i) formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company; (ii) recommend the amount of expenditure to be incurred on such activities and (iii) monitor the implementation of the said CSR Policy from time to time. The Committee comprises of Smt. Madhushree Birla, as Chairperson, Sri P. Murari and Sri C Bhaskar. Sri H. Bakshi, President & Chief Operating Officer of the Company is management invitee at the meetings of the CSR Committee. The Committee met on May 9, 2014.

### **SHAREHOLDER INFORMATION AND RELATIONS**

The principal source of detailed information for shareholders is the Annual Report which includes, inter-alia, the Reports of the Directors and the Auditors, Audited Accounts, besides this report and Managements' Discussion & Analysis Report. The Management's statement on integrity and fair presentation of financial statements is provided to the Board as part of the accounts approval process. Shareholders are intimated through the print media about quarterly financial results, besides significant matters, within time periods stipulated from time to time by Stock Exchanges. Annual General Meetings of the Company are held at its Registered Office at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, District: Bankura 722 202, West Bengal. The last 3 AGMs were held at the Registered Office on July 26, 2012, July 26, 2013, & July 31, 2014. The next AGM shall be held at the Registered Office as per notice in this Annual Report and the Record Date will also be as per the notice. The last AGM was attended by Sri S. Ragothaman and Sri C Bhaskar. Special Resolutions were passed at the AGM held on July 26, 2012 for (a) payment of commission to Non-executive Directors @ 1% of the relevant net profit with effect from April 1, 2012 and (b) for re-appointment of Sri C Bhaskar as Managing Director & Chief Executive Officer with effect from January 1, 2012 and approval of Remuneration payable to him and at the AGM held on July 31, 2014 for (a) re-appointment of Sri Sidharth Birla, Chairman, in the whole time employment of the Company with effect from March 1, 2014 and approval of Remuneration payable to him (b) for alteration of Article 143 of Articles of Association of the Company (c) Borrowing Powers of the Board u/s 180(1)(c) of the Companies Act, 2013 and (d) Creation of security upon Assets of the Company for securing loans from Banks/Financial Institutions etc. in terms of Section 180(1)(a) of the Companies Act, 2013. The Company keeps shareholders informed via advertisements in appropriate newspapers of all relevant dates and items requiring notice. M/s MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Ground Floor, Kolkata 700 026 are the Registrars and Share Transfer Agents. The general address for correspondence by shareholders is the Company Secretary (Tel. No.(033) 30573700; extn. 1267) at Birla Building (2nd Floor), 9/1, R.N. Mukherjee Road, Kolkata 700 001; designated e-mail ID for grievance redressal is scjain@xproindia.com (of Compliance Officer) and mcssta@rediffmail.com (of Registrar and Share Transfer Agents). Shareholders may also write to the Registrars directly in matters relating to transfers etc. The Company publishes its quarterly results in English (usually Business Standard/The Financial Express - all editions) and relevant vernacular print media (usually Aaj Kal) and shall continue to do so, and hold its Annual General Meetings and pay dividends (if any) within time limits prescribed by law or regulations. The Company's web-site where relevant information is displayed is at [www.xproindia.com](http://www.xproindia.com). No presentation has been made to institutional investors etc. The present financial year of the Company is April 1 to March 31. The Company's Equity Shares are listed at National Stock Exchange (Symbol: XPROINDIA, Series EQ) (necessary listing fee has been paid as due) and are also admitted for trading on the Bombay Stock Exchange under the category of "Permitted Securities" (Stock Code 590013). Equity Shares of the Company were voluntarily delisted from the Calcutta Stock Exchange with effect from December 2, 2014 (there was no trading in Company's shares on Calcutta Stock Exchange during the year). The shares are to be compulsorily traded in dematerialized form (ISIN number INE 445C01015). Of the 1,25,380 unclaimed shares held by 6212 shareholders lying in "Xpro India Limited - Unclaimed Suspense Account" maintained in dematerialized form, as required under Listing Agreement with Stock Exchange, 2 shareholders have during the year claimed 11 shares and the remaining 1,25,369 shares belonging to 6,210 shareholders remain unclaimed to the credit of this account. Shareholding distribution, pattern and high/low market price data are given below.

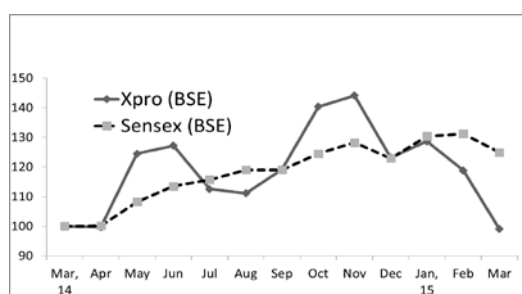
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Type of Shareholder	Nos.	In % by amount	Nominal Value of Shareholding	Nos.	In % by amount
Domestic Companies	320	51.81	Upto Rs.5,000	37,632	12.99
Mutual Funds (including UTI)	6	0.08	Rs.5,001 to Rs.20,000	788	6.91
Non-residents/OCBs	93	0.55	Rs.20,001 to Rs.1,00,000	224	8.21
Resident individuals/others	38,262	47.53	Rs.1,00,001 and above	52	71.89
	<b>38,696</b>	<b>100.00</b>		<b>38,696</b>	<b>100.00</b>

Note: aggregate of Public shareholding: 50.02%

Share Price by Month	NSE		BSE	
	High	Low	High	Low
April 2014	32.35	28.60	32.40	28.50
May	<b>47.00</b>	26.50	<b>46.50</b>	<b>25.50</b>
June	41.50	35.05	40.70	35.00
July	38.90	33.00	38.50	33.40
August	37.00	30.50	36.65	31.40
September	43.00	33.05	41.70	33.00
October	44.95	34.30	42.50	35.00
November	44.95	36.40	44.80	36.15
December	43.50	35.80	43.95	35.50
January 2015	42.00	35.00	42.55	36.05
February	39.90	34.15	39.00	33.65
March	36.00	<b>26.20</b>	37.00	30.30
<b>During the Financial Year</b>	<b>47.00</b>	<b>26.20</b>	<b>46.50</b>	<b>25.50</b>

Equity Share Performance Compared to BSE Sensex  
(Based on Month-end Price / Sensex)



### MANDATORY AND NON-MANDATORY PROVISIONS

There have been no material transactions of the Company with its promoters, Directors or the management, their subsidiaries or relatives etc., except for transactions of routine nature as disclosed in the notes on accounts. Accordingly there have been no potential conflict(s) with the interests of the Company.

There has been no instance of non-compliance by the Company, nor any strictures or penalties imposed by the Stock Exchange or SEBI or any Statutory Authority on any matter related to capital markets. All mandatory requirements (except where not relevant or applicable) of the SEBI regulations have been adopted. Of the non-mandatory suggestions, those relating to a Chairman's Office, separate posts of Chairman & Managing Director/CEO, audit qualifications as well as reporting by Internal Auditors directly to Audit Committee have been adopted. Sending six-monthly information to each shareholder household has not been adopted. This Report also represents the Company's philosophy on corporate governance. Auditors' certification as required forms a part of this Annual Report.

**For and on behalf of the Board**

New Delhi  
May 29, 2015

**Sidharth Birla**  
Chairman



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### **AFFIRMATION OF COMPLIANCE WITH THE CODE OF CONDUCT FOR DIRECTORS AND SENIOR EXECUTIVES**

I declare that the Company has received affirmation of compliance with “Code of Conduct for Directors and Senior Executives” laid down by the Board of Directors, from all the Directors and Senior Management personnel of the Company, to whom the same is applicable, for the financial year ended March 31, 2015.

New Delhi  
May 29, 2015

**C. Bhaskar**  
*Managing Director & Chief Executive Officer*

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### **AUDITORS’ CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of  
Xpro India Limited

We have examined the compliance of the conditions of Corporate Governance by Xpro India Limited for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm’s Registration No. 117365W)

New Delhi  
May 29, 2015

**Kartikeya Raval**  
*Partner*  
(Membership No.106189)