

## Quarterly Compliance Report on Corporate Governance

1. Name of the Company : XPRO INDIA LIMITED  
 2. Quarter ending on : June 30, 2020

## I. Composition of Board of Directors

Title Mr./ Ms.	Name of the Director	PAN <sup>§</sup>	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	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		2	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		71	10-11-1948	Y	03-08-2019	2	2	3	-
Mr.	Ashok Kumar Jha	AAJPJ8790P	00170745	Independent	26-07-2013	03-08-2019		71	18-04-1947	Y	03-08-2019	3	3	3	1
Mr.	Utsav Parekh	AGHPP4467H	00027642	Independent	15-09-1999	03-08-2019		71	28-08-1956	NA		4	3	7	3
Mr.	Ragothaman Sethumadhava Rao	AAFPR6833B	00042395	Independent	17-03-2000	03-08-2019		71	10-05-1946	Y	03-08-2019	4	4	4	2
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	17-06-2020	7	26-05-1953	NA		5	5	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	Ragothaman Sethumadhava Rao Utsav Parekh Amitabha Guha	Chairperson - Independent Independent Independent	January 16, 2003 January 29, 2000 October 28, 2013	- - -
2	Nomination & Remuneration Committee	Yes	Amitabha Guha Sidharth Kumar Birla Utsav Parekh	Chairperson –Independent Executive Non-Executive – Independent	December 17, 2015 October 18, 2000 October 18, 2000	- - -
3	Risk Management Committee (if applicable)	N.A.				
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)
February 11, 2020	April 7, 2020	Yes	8	5	55
	June 24, 2020	Yes	6	3	77

\* 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	June 24, 2020	Yes	3	3	February 11, 2020	133
Nomination & Remuneration Committee	June 17, 2020	Yes	3	2	January 13, 2020	155
Stakeholders Relationship Committee	June 16, 2020	Yes	2	1	February 11, 2020	125

\* 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



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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><b>Note:</b></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>	
<b>VI. Affirmations</b>	
<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 &amp; 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><b>For Xpro India Limited</b></p>  <p>Amit Dhanuka Company Secretary</p>	
<p>Name : Amit Dhanuka Designation : Company Secretary and Compliance Officer</p> <p>Place : Kolkata Date : July 14, 2020</p>	

**Note :**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.