

XPRO INDIA LIMITED



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October 6, 2016

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051

Stock Symbol XPROINDIA(EQ)

The Dy. General Manager
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001

Stock Code No. 590013

Dear Sir,

Please find enclosed herewith Compliance Report on Corporate Governance as required under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter as also half year ended September 30, 2016.

Thanking you,

Yours faithfully,
For XPRO INDIA LTD

A handwritten signature in blue ink, appearing to be "S. C. JAIN".

S. C. JAIN
Company Secretary

Encl: a/a

Quarterly Compliance Report on Corporate Governance

1. Name of the Company : XPRO INDIA LIMITED
 2. Quarter ending on : September 30, 2016

I. Composition of Board of Directors								
Title(Mr./ Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}	Date of Appointment in the current term/cessation.	Tenure* (in Year)	No of Directorship in listed entities including this entity. (Refer Regulation 25(1) of Listing Regulations)	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	PAN - AEKPB3109B DIN - 00004213	Chairperson & Executive	March 1, 2014	-	2	-	-
Mrs.	Madhushree Birla	PAN - ADLPB0310L DIN - 00004224	Non-Executive	August 4, 2016	-	1	-	-
Mr.	Amitabha Guha	PAN - AAOPG6613K DIN - 02836707	Independent	July 31, 2014	2	3	2	-
Mr.	Ashok Kumar Jha	PAN - AAJPJ8790P DIN - 00170745	Independent	July 31, 2014	2	3	4	-
Ms.	Nandini Khaitan	PAN - AJFPK2129N DIN - 06941351	Independent	August 14, 2015	1	4	-	-
Mr.	Pejavar Murari	PAN - AAKPP8236F DIN - 00020437	Independent	July 31, 2014	2	7	6	2
Mr.	Utsav Parekh	PAN - AGHPP4467H DIN - 00027642	Independent	July 31, 2014	2	4	6	3
Mr.	Ragothaman Sethumadhava Rao	PAN - AAFPR6833B DIN - 00042395	Independent	July 31, 2014	2	6	6	2
Mr.	Chandrasekharan Bhaskar	PAN - AABPB4869M DIN - 00003343	Executive	January 1, 2015	-	3	2	-

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

& Category of director 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

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) §
1. Audit Committee	Mr. Ragothaman Sethumadhava Rao Mr. Pejavar Murari Mr. Utsav Parekh Mr. Amitabha Guha	Chairperson Member Member Member
2. Nomination & Remuneration Committee	Mr. Pejavar Murari Mr. Sidharth Kumar Birla Mr. Utsav Parekh Mr. Amitabha Guha	Chairperson Member Member Member
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders Relationship Committee	Mr. Utsav Parekh Mr. Amitabha Guha Mr. Chandrasekharan Bhaskar	Chairperson Member Member

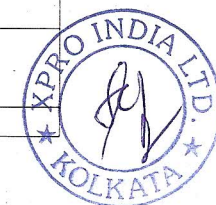
§ Category of director means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

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	Maximum gap between any two consecutive (in number of days)
May 5, 2016	August 3, 2016 September 4, 2016	89 days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee – August 3, 2016	Yes	Audit Committee – May 5, 2016	89 days



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

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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	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.

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 100 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

For XPRO INDIA LTD.

Name : Sayar Chand Jain

Designation : Company Secretary



S.C. JAIN
Company Secretary

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.

**Compliance Report on Corporate Governance at the end of 6 months after end of financial year
alongwith second quarter report of next year**

1. Name of the Company : XPRO INDIA LIMITED
2. End of Six month after end of F. Y. : September 30, 2016

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA refer note below)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee of the Annual General Meeting	18(1)(d)	No, as the Chairman was travelling out of India.
Presence of Chairperson of the nomination and remuneration committee of the annual general meeting	19(3)	No, as the Chairman was unwell on that date.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p align="center">For XPRO INDIA LTD.</p> <p align="center"></p> <p align="center">S.C. JAIN</p> <p align="center">Company Secretary</p> <p>Name : Sayar Chand Jain</p> <p>Designation : Company Secretary</p>		