

XPRO INDIA LIMITED



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Kolkata - 700 001, India

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April 9, 2019

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 Quarterly 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 year ended March 31, 2019.

Thanking you,

Yours faithfully,
For XPRO INDIA LTD

A handwritten signature in blue ink, appearing to be "S. C. Jain", written over a light blue circular stamp.

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 : March 31, 2019

I. Composition of Board of Directors								
Title(Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}	Date of Appointment in the current term/cessation.	Tenure* (in months)	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, 2017	-	3	1	-
Mrs.	Madhushree Birla	PAN - ADLPB0310L DIN - 00004224	Non-Executive	January 21, 2004	-	1	-	-
Mr.	Amitabha Guha	PAN - AAOPG6613K DIN - 02836707	Independent	July 31, 2014	56	2	3	-
Mr.	Ashok Kumar Jha	PAN - AAJPJ8790P DIN - 00170745	Independent	July 31, 2014	56	3	3	-
Ms.	Nandini Khaitan	PAN - AJFPK2129N DIN - 06941351	Independent	August 14, 2015	43	4	-	-
Mr.	Pejavar Murari	PAN - AAKPP8236F DIN - 00020437	Independent	July 31, 2014	56	5	4	2
Mr.	Utsav Parekh	PAN - AGHPP4467H DIN - 00027642	Independent	July 31, 2014	56	5	7	3
Mr.	Ragothaman Sethumadhava Rao	PAN - AAFPR6833B DIN - 00042395	Independent	July 31, 2014	56	6	5	2
Mr.	Chandrasekharan Bhaskar	PAN - AABPB4869M DIN - 00003343	Executive	January 1, 2018	-	3	3	1

\$ 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)
November 2, 2018	February 8, 2019 March 8, 2019	97 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 – February 8, 2019	Yes, 3 out of 4 members present	Audit Committee – November 2, 2018	97 days
Stakeholders Relationship Committee – February 8, 2019	Yes, 3 out of 3 members present	Stakeholders Relationship Committee – November 2, 2018	97 days



Remuneration & Nomination Committee – February 8, 2019	Yes, 3 out of 4 members present		
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* 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.

Yearly Compliance Report on Corporate Governance

3. Name of the Company : XPRO INDIA LIMITED
 4. Year ending on : March 31, 2019

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/Whistle Blower Policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transaction	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial Results	Yes	
Shareholding Pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	Yes
Meeting of Board of Directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(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)	NA
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	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. Affirmation:

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

Name : Sayar Chand Jain

Designation : Company Secretary

For XPRO INDIA LTD.


S.C. JAIN
Company Secretary