

XPRO INDIA LIMITED



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July 10, 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 ended June 30, 2019.

Thanking you,

Yours faithfully,
For XPRO INDIA LTD


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 : June 30, 2019

I. Composition of Board of Directors													
Title Mr./ Ms.	Name of the Director	PAN	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}	Date of Birth	Initial Date of Appointment	Date of Appointment in the current term	Date of cessation	Tenure* (in months)	No of Directors hip in listed entities including this entity. (ReferReg ulation 25(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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	AEKPB3109B	00004213	Chairperson & Executive	17-07-1957	10-09-1998	01-03-2017		-	3	1	1	-
Mrs.	Madhushree Birla	ADLPB0310L	00004224	Non-Executive	08-08-1955	21-01-2004	21-01-2004		-	1	-	-	-
Mr.	Amitabha Guha	AAOPG6613K	02836707	Independent	10-11-1948	24-03-2011	31-07-2014		59	2	2	3	-
Mr.	Ashok Kumar Jha	AAJPJ8790P	00170745	Independent	18-04-1947	26-07-2013	31-07-2014		59	3	3	3	1
Ms.	Nandini Khaitan	AJFPK2129N	06941351	Independent	15-02-1980	21-03-2015	14-08-2015		46	4	4	-	-
Mr.	Utsav Parekh	AGHPP4467H	00027642	Independent	28-08-1956	15-09-1999	31-07-2014		59	4	3	6	3
Mr.	Ragothaman Sethumadhava Rao	AAFPR6833B	00042395	Independent	10-05-1946	17-03-2000	31-07-2014		59	6	6	5	2
Mr.	Chandrasekharan Bhaskar	AABPB4869M	00003343	Executive	03-05-1955	01-01-2001	01-01-2018		-	3	2	2	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. Utsav Parekh Mr. Amitabha Guha	Chairperson Member Member
2. Nomination & Remuneration Committee	Mr. Amitabha Guha Mr. Sidharth Kumar Birla Mr. Utsav Parekh	Chairperson Member Member
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee	Mr. Utsav Parekh Mr. Amitabha Guha Mr. Chandrasekharan Bhaṣkar	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)
February 8, 2019 March 8, 2019	May 25, 2019	77 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 – May 25, 2019	Yes, 2 out of 3 members present	Audit Committee – February 8, 2019	105 days
Stakeholders Relationship Committee – May 25, 2019	Yes, 2 out of 3 members present	Stakeholders Relationship Committee – February 8, 2019	105 days
Remuneration & Nomination Committee – May 25, 2019	Yes, 2 out of 3 members present	Remuneration & Nomination Committee – February 8, 2019	105 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
<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>	
VI. Affirmations	
<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 & Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities)</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>Name : Sayar Chand Jain</p> <p>Designation : Company Secretary</p> <p style="text-align: center;">For XPRO INDIA LTD.</p> <p style="text-align: center;"> S.C. JAIN Company Secretary</p> <p style="text-align: right; color: blue;">10/07/2019.</p>	

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.