

XPRO INDIA LIMITED



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October 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 as also half year ended September 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 : September 30, 2019

I. Composition of Board of Directors													
Title Mr./ Ms.	Name of the Director	PAN ^s	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^a	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure* (in months)	Date of Birth	No of Directorship 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	01-03-2017		-	17-07-1957	3	1	1	-
Mrs.	Madhushree Birla	ADLPB0310L	00004224	Non-Executive	21-01-2004	21-01-2004		-	08-08-1955	1	-	-	-
Mr.	Amitabha Guha	AAOPG6613K	02836707	Independent	24-03-2011	03-08-2019		62	10-11-1948	2	2	3	-
Mr.	Ashok Kumar Jha	AAJPJ8790P	00170745	Independent	26-07-2013	03-08-2019		62	18-04-1947	3	3	3	1
Ms.	Nandini Khaitan	AJFPK2129N	06941351	Independent	21-03-2015	14-08-2015	08-08-2019	47	15-02-1980	-	-	-	-
Mr.	Utsav Parekh	AGHPP4467H	00027642	Independent	15-09-1999	03-08-2019		62	28-08-1956	4	3	6	3
Mr.	Ragothaman Sethumadhava Rao	AAFPR6833B	00042395	Independent	17-03-2000	03-08-2019		62	10-05-1946	6	6	7	4
Mr.	Chandrasekharan Bhaskar	AABPB4869M	00003343	Executive	01-01-2001	01-01-2018		-	03-05-1955	3	2	2	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 December 2, 2000	- - -
\$ 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)	
May 25, 2019	July 1, 2019 August 2, 2019	Yes Yes	7 7	4 4	36 31	
* 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	August 2, 2019	Yes	2	2	May 25, 2019	68
Nomination & Remuneration Committee	N.A.				May 25, 2019	
Stakeholders Relationship Committee	August 2, 2019	Yes	2	1	May 25, 2019	68
* 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						



V. Related Party Transactions		Compliance status (Yes/No/NA) refer note below
Subject		
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>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>VI. Affirmations</p> <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> <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee Risk Management Committee (applicable to the top 100 listed entities) – N.A. <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 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;">10/10/2019</p>		
Name : Sayar Chand Jain		
Designation : 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 along-with the second quarter's report of next financial year

1. Name of the Company : XPRO INDIA LIMITED
 2. End of Six month after end of Financial year : September 30, 2019

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 at the Annual General Meeting		18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting		19(3)	No, as the Chairman was out of station on that date.
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting		20(3)	No, as the Chairman was out of station on that date.
Whether "Corporate Governance Report" disclosed in Annual Report		34(3) read with para C of Schedule V	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.

For XPRO INDIA LTD.

Name : Sayar Chand Jain

Designation : Company Secretary

S.C. JAIN

Company Secretary

10/10/2019