

XPRO INDIA LIMITED



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9/1, R. N. Mukherjee Road,
Kolkata - 700 001, India

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e-mail : xprocal@xproindia.com

April 18, 2022

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

Stock Symbol XPROINDIA(EQ)

The Dy. General Manager
BSE 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 March 31, 2022.

Thanking you,

Yours faithfully,
For Xpro India Ltd.

A handwritten signature in blue ink, appearing to read "Amit Dhanuka".

Amit Dhanuka
Company Secretary

Encl: a/a

ANNEXURE I

Quarterly Compliance Report on Corporate Governance

1. Name of the Company : XPRO INDIA LIMITED
 2. Quarter ending on : March 31, 2022

I. Composition of Board of Directors															
Title Mr./ Ms.	Name of the Director	PAN [§]	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}	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		92	10-11-1948	Y	03-08-2019	2	2	3	-
Mr.	Ashok Kumar Jha	AAJJP8790P	00170745	Independent	26-07-2013	03-08-2019		92	18-04-1947	Y	03-08-2019	3	3	3	1
Ms.	Suhana Murshed	ABJPI5989G	08572394	Independent	10-08-2021	10-08-2021		08	05-11-1982	NA		4	4	2	-
Mr.	Utsav Parekh	AGHPP4467H	00027642	Independent	15-09-1999	03-08-2019		92	28-08-1956	NA		6	4	7	3
Mr.	Ragothaman Sethumadhava Rao	AAFPR6833B	00042395	Independent	17-03-2000	03-08-2019		92	10-05-1946	Y	03-08-2019	3	3	4	2
Mr.	Chandrasekharan Bhaskar	AABPB4869M	00003343	Executive	01-01-2001	01-01-2021		-	03-05-1955	NA		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 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)
October 29, 2021	January 11, 2022	Yes	7	4	39
December 2, 2021	February 4, 2022	Yes	7	4	23

* 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	February 4, 2022	Yes	3	3	October 29, 2021	97
Stakeholders Relationship Committee	January 11, 2022	Yes	3	2	October 29, 2021	73
Remuneration & Nomination Committee	January 29, 2022	Yes	3	2	-	-
Corporate Social Responsibility Committee	January 21, 2022	Yes	3	1	-	-

* 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	
Subject	Compliance status (Yes/No/NA) refer note below
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

Note:

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk Management Committee (applicable to the top 100 listed entities) : Not Applicable
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- 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

Name : Amit Dhanuka
Designation : Company Secretary and Compliance Officer

Place : Kolkata
Date : April 18, 2022



For Xpro India Limited

Amit Dhanuka
Amit Dhanuka
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.

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	If Yes, provide link to website. If No / NA, provide reasons
As per regulation 46(2) of the LODR		
a) Details of business	Yes	www.xproindia.com
b) Terms and conditions of appointment of independent directors	Yes	www.xproindia.com
c) Composition of various committees of board of directors	Yes	www.xproindia.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.xproindia.com
e) Details of establishment of vigil mechanism/Whistle Blower policy	Yes	www.xproindia.com
f) Criteria of making payments to non-executive directors	Not Applicable	-
g) Policy on dealing with related party transactions	Yes	www.xproindia.com
h) Policy for determining 'material' subsidiaries	Yes	www.xproindia.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.xproindia.com
j) Email address for grievance redressal and other relevant details	Yes	www.xproindia.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.xproindia.com
l) Financial results	Yes	www.xproindia.com
m) Shareholding pattern	Yes	www.xproindia.com
n) Details of agreements entered into with the media companies and/or their associates	Not Applicable	-
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.xproindia.com
p) New name and the old name of the listed entity	Not Applicable	-
q) Advertisements as per regulation 47 (1)	Yes	www.xproindia.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.xproindia.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.xproindia.com
As per other regulations of the LODR		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.xproindia.com
b) Materiality Policy as per Regulation 30	Yes	www.xproindia.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable	-

It is certified that these contents on the website of the listed entity are correct



II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
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), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Not Applicable
Meeting of Risk Management Committee	21(3A)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(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)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirement with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes



Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D and O insurance for Independent Directors	25(10)	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 Affirmations

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

For Xpro India Limited



Amit Dhanuka

Company Secretary

Name : Amit Dhanuka

Designation : Company Secretary and Compliance Officer



Place : Kolkata

Date : April 18, 2022

ANNEXURE IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – March 31, 2022

I. Disclosure of Loans / Guarantees / Comfort Letters / Securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

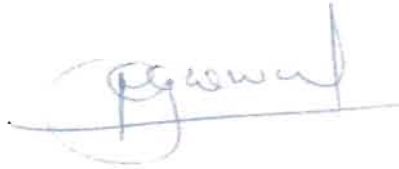
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity	Nil	Nil	Nil



controlled by them			
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II. AFFIRMATIONS:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.



Name: Vinay Kumar Agarwal
Designation: President (Finance) & Chief Financial Officer



Note:

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a. by a government company to/ for the Government or government company
 - b. by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c. by a banking company or an insurance company ; and
 - d. by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.