

# XPRO INDIA LIMITED



Birla Building (2nd Floor),  
9/1, R. N. Mukherjee Road,  
Kolkata - 700 001, India

Tel. : +91-33-40823700/22200600  
e-mail : xprocal@xproindia.com

July 14, 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  
1<sup>st</sup> 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, 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

Quarterly Compliance Report on Corporate Governance

1. Name of the Company : XPRO INDIA LIMITED  
 2. Quarter ending on : June 30, 2022

I. Composition of Board of Directors															
Title Mr./ Ms.	Name of the Director	PAN <sup>§</sup>	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	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 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	01-03-2020		-	17-07-1957	NA		2	1	1	-
Mr.	Krishnamurthy Balakrishnan	AEWBPB3430K	00034031	Independent	25-05-2022	24-06-2022		1	26-12-1958	NA		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		95	10-11-1948	Y	03-08-2019	3	3	4	-
Mr.	Ashok Kumar Jha	AAJJPJ8790P	00170745	Independent	26-07-2013	03-08-2019		95	18-04-1947	Y	03-08-2019	3	3	3	1
Mr.	Bharat Jhaver	AAAPJ5085E	00379111	Non-Executive	25-05-2022	24-06-2022		-	27-11-1977	NA		2	-	1	-
Ms.	Suhana Murshed	ABJPI5989G	08572394	Independent	10-08-2021	10-08-2021		11	05-11-1982	NA		4	4	2	-
Mr.	Utsav Parekh	AGHPP4467H	00027642	Independent	15-09-1999	03-08-2019		95	28-08-1956	NA		6	4	7	4
Mr.	Ragothaman Sethumadhava Rao	AAFPR6833B	00042395	Independent	17-03-2000	03-08-2019		95	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
<b>Whether Regular Chairperson appointed</b>					- Yes										
<b>Whether Chairperson is related to Managing Director or CEO</b>					- No										
<p>§ PAN number of any director would not be displayed on the website of Stock Exchange.          &amp; 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.</p>															



II. Composition of Committees						
Sr. No.	Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category(Chairperson/ Executive/Non-Executive /Independent/Nominee) <sup>§</sup>	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)	Yes	Ragothaman Sethumadhava Rao Amitabha Guha Chandrasekharan Bhaskar Himangshu Bakshi Vinay Kumar Agarwal	Chairperson – Independent Independent Executive Director Senior President & Chief Operating Officer President (Finance) & Chief Financial Officer	August 14, 2020 August 14, 2020 August 14, 2020 August 14, 2020 August 14, 2020	- - - - -
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)
January 11, 2022	May 25, 2022	Yes	10	6	109
February 4, 2022					

\* 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	May 25, 2022	Yes	3	3	February 4, 2022	109
Stakeholders Relationship Committee	May 25, 2022	Yes	3	2	January 11, 2022	133
Remuneration & Nomination Committee	May 4, 2022	Yes	3	2	January 29, 2022	94
Risk Management Committee	-	-	-	-	-	-
Corporate Social Responsibility Committee	-	-	-	-	January 21, 2022	-

\* 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.



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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><b>Note:</b></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>	
<b>VI. Affirmations</b>	
<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 &amp; Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee (applicable to the top 1000 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 style="text-align: center;"><b>For Xpro India Limited</b></p> <p>Name : Amit Dhanuka Designation : Company Secretary and Compliance Officer</p> <p>Place : Kolkata Date : July 14, 2022</p> <div style="text-align: center;">   <b>Amit Dhanuka</b>  <b>Company Secretary</b> </div>	

**Note :**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.