

Xpro India Limited

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xproindia

October 19, 2024

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

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort, Mumbai 400 001

Stock Symbol XPROINDIA(EQ)

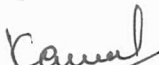
Stock Code No. 590013

Dear Sir/Madam,

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 September 30, 2024.

Thanking you,

Yours faithfully,
For Xpro India Ltd.


Kamal Kishor Sewoda
Company Secretary



Encl: a/a

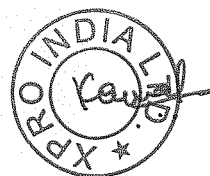
ANNEXURE I

Quarterly Compliance Report on Corporate Governance

1. Name of the Company : XPRO INDIA LIMITED
 2. Quarter ending on : September 30, 2024

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	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	01-03-2023		-	17-07-1957	NA		3	2	3	-
Mr.	Krishnamurthy Balakrishnan	AEWPB3430K	00034031	Independent	25-05-2022	24-06-2022		28	26-12-1958	NA		1	1	1	-
Mrs.	Madhushree Birla	ADLPB0310L	00004224	Non-Executive	21-01-2004	24-06-2022		-	08-08-1955	NA		1	-	1	1
Mr.	Amitabha Guha	AAOPG6613K	02836707	Independent	24-03-2011	03-08-2019	30-07 2024	120	10-11-1948	Y	03-08-2019	3	3	3	-
Mr.	Ashok Kumar Jha	AAJPJ8790P	00170745	Independent	26-07-2013	03-08-2019	30-07 2024	120	18-04-1947	Y	03-08-2019	3	3	3	1
Mr.	Bharat Jhaver	AAAPJ5085E	00379111	Non-Executive	25-05-2022	10-08-2023		-	27-11-1977	NA		2	-	1	-
Ms.	Suhana Murshed	ABJPI5989G	08572394	Independent	10-08-2021	10-08-2021		38	05-11-1982	NA		2	2	4	1
Mr.	Utsav Parekh	AGHPP4467H	00027642	Independent	15-09-1999	03-08-2019	30-07 2024	120	28-08-1956	NA		7	5	9	4
Mr.	Ragothaman Sethumadhava Rao	AAFPR6833B	00042395	Independent	17-03-2000	03-08-2019	30-07 2024	120	10-05-1946	Y	03-08-2019	1	1	1	1
Mr.	Manoj Mohanka	AEXPM3719F	00128593	Independent	01-09-2023	01-09-2023		13	05-03-1963	NA		4	4	4	1



Mr.	Chandrasekharan Bhaskar	AABPB4869M	00003343	Executive	01-01-2001	01-01-2024	-	03-05-1955	NA		3	2	5	3
Ms.	Nandini Khaitan	AEFPK2129N	06941351	Independent	01-02-2024	01-02-2024	8	15-02-1980	NA		1	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.

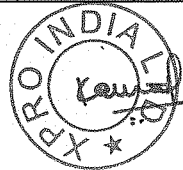
* to be filled only for independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** Committee Membership includes chairmanship.

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

- Audit Committee:** Please note that Sri Ragothaman Sethumadhava Rao, Sri Utsav Parekh and Sri Amitabha Guha have ceased to be the Chairperson and Members of the Committee respectively, due to the completion of their second consecutive term of five years as Independent Directors of the Company, effective from July 30, 2024. Accordingly, the Audit Committee has been reconstituted with the inclusion of Sri Manoj Mohanka, Ms. Suhana Murshed, and Sri Chandrasekharan Bhaskar as new Members.
- Nomination and Remuneration Committee:** Please note that Sri Amitabha Guha and Sri Utsav Parekh have ceased to be the Chairperson and Member of the Committee respectively, due to the completion of their second consecutive term of five years as Independent Directors of the Company, effective from July 30, 2024. Accordingly, the Nomination and Remuneration committee has been reconstituted with the inclusion of Sri Manoj Mohanka as the new Chairperson.
- Stakeholder Relationship Committee:** Please note that Sri Utsav Parekh and Sri Amitabha Guha have ceased to be the Chairperson and Member of the Committee respectively, due to the completion of their second consecutive term of five years as Independent Directors of the Company, effective from July 30, 2024. Accordingly, the Stakeholder Relationship Committee has been reconstituted with the inclusion of Mrs. Madhushree Birla and Ms. Suhana Murshed as the new Chairperson and Member of the Committee respectively.
- Risk Management Committee:** Please note that Sri Ragothaman Sethumadhava Rao and Sri Amitabha Guha have ceased to be the Chairperson and Member of the Committee respectively, due to the completion of their second consecutive term of five years as Independent Directors of the Company, effective from July 30, 2024. Accordingly, the Risk Management Committee has been reconstituted with the inclusion of Sri Krishnamurthy Balakrishnan and Sri Manoj Mohanka as the new Chairperson and Member of the Committee respectively.



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	No	Ragothaman Sethumadhava Rao Utsav Parekh Amitabha Guha Krishnamurthy Balakrishnan Manoj Mohanka Suhana Murshed Chandrasekharan Bhaskar	Chairperson - Independent Non-Executive – Independent Non-Executive – Independent Non-Executive – Independent Non-Executive – Independent Non-Executive – Independent Executive Director	January 16, 2003 January 29, 2000 October 28, 2013 May 23, 2023 July 30, 2024 July 30, 2024 July 30, 2024	July 30, 2024 July 30, 2024 July 30, 2024 - - - -
2	Nomination & Remuneration Committee	Yes	Amitabha Guha Sidharth Kumar Birla Utsav Parekh Suhana Murshed Manoj Mohanka	Chairperson –Independent Executive Director Non-Executive – Independent Non-Executive – Independent Chairperson- Independent	December 17, 2015 October 18, 2000 October 18, 2000 July 10, 2023 July 30, 2024	July 30, 2024 - July 30, 2024 -
3	Risk Management Committee	Yes	Ragothaman Sethumadhava Rao Amitabha Guha Chandrasekharan Bhaskar Krishnamurthy Balakrishnan Manoj Mohanka Himangshu Bakshi Vinay Kumar Agarwal	Chairperson – Independent Non-Executive – Independent Executive Director Chairperson- Independent Non-Executive – Independent Senior President & Chief Operating Officer President (Finance) & Chief Financial Officer	August 14, 2020 August 14, 2020 August 14, 2020 July 30, 2024 July 30, 2024 August 14, 2020 August 14, 2020	July 30, 2024 July 30, 2024 - - - - -
4	Stakeholders Relationship Committee	Yes	Utsav Parekh Amitabha Guha Chandrasekharan Bhaskar Madhushree Birla Suhana Murshed	Chairperson –Independent Non-Executive – Independent Executive Director Chairperson, Non-Executive - Non Independent Director Non-Executive – Independent	January 29, 2000 October 31, 2012 January 1, 2001 July 30, 2024 July 30, 2024	July 30, 2024 July 30, 2024 - - - -

\$ 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 28, 2024		Yes	12	8	-	
	July 26, 2024	Yes	12	8	58	
* 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	July 26, 2024	Yes	4	4	May 28, 2024	58
Stakeholder Relationship Committee	July 26, 2024	Yes	3	2	May 13, 2024	73
					April 2, 2024	40
* 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			
Disclosure of notes on related party transactions			<p>Please note that the Audit Committee and Board at their respective meetings held on July 26, 2024, have approved Related Party Transaction, authorizing further investment of up to INR 120 Crores (Rupees One Hundred Twenty Crores only) (or the equivalent in AED) in one or more tranches in its wholly-owned subsidiary, Xpro Dielectric Films FZ-LLC.</p> <p>Based on the materiality threshold limit as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the above transaction shall be treated as material.</p>			



In this regard, we wish to clarify that the Company is not required to obtain shareholders approval as it is exempted under Regulation 23(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

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 1000 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**

Name : Kamal Kishor Sewoda
Designation : Company Secretary and Compliance Officer



Place : Kolkata
Date : October 19, 2024

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 III

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, 2024

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)	Yes
Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	No Sri Utsav Parekh, Chairman of the Stakeholder Relationship Committee, could not attend the meeting as he was travelling at the time of the Annual General Meeting. The Board had authorized Sri C Bhaskar, Member of the Stakeholder Relationship Committee to officiate in this regard, in such an eventuality.
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	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.



Name : Kamal Kishor Sewoda
Designation : Company Secretary and Compliance Officer



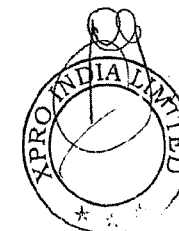
Half year ending September 30, 2024

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

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



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

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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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

Company Remarks in case of non-compliant status

Name

Vinay Kumar Agarwal

Designation

President Finance & Chief Financial officer

Place

New Delhi

Date

October 19, 2024

