

ANNEXURE I

Quarterly Compliance Report on Corporate Governance

1. Name of the Company : XPRO INDIA LIMITED
 2. Quarter ending on : September 30, 2025

I. Composition of Board of Directors														
Title Mr./ Ms.	Name of the Director	DIN & PAN ^s	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/Stakehold er Committee held in listed entities including this listed entity. (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sidharth Kumar Birla	00004213	Chairperson & Executive	10-09-1998	01-03-2023	-	-	17-07-1957	NA	NA	3	2	3	-
Mr.	Krishnamurthy Balakrishnan	00034031	Independent	25-05-2022	24-06-2022	-	40	26-12-1958	NA	NA	1	1	1	-
Mrs.	Madhushree Birla	00004224	Non- Executive	21-01-2004	29-07-2024	-	-	08-08-1955	NA	NA	1	-	1	1
Mr.	Bharat Jhaver	00379111	Non- Executive	25-05-2022	25-07-2025	-	-	27-11-1977	NA	NA	2	-	1	-
Ms.	Nandini Khaitan	06941351	Independent	01-02-2024	01-02-2024	-	20	15-02-1980	NA	NA	1	1	-	-
Mr.	Manoj Mohanka	00128593	Independent	01-09-2023	01-09-2023	-	25	05-03-1963	NA	NA	3	3	3	2

Ms.	Suhana Murshed	08572394	Independent	10-08-2021	10-08-2021	-	50	05-11-1982	NA	NA	2	2	4	1
Mr.	Chandrasekharan Bhaskar	00003343	Executive	01-01-2001	01-01-2024	-	-	03-05-1955	NA	NA	3	2	3	3
Mr.	Gaurav Jashwantlal Shah	10922578	Independent	14-04-2025	14-04-2025		5.16	29-05-1959	NA	NA	1	1	1	1
Mr	Utsav Parekh	00027642	Independent	14-04-2025	14-04-2025			28-08-1956	NA	NA	7	4	6	3

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						
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	Gaurav Jashwantlal Shah Krishnamurthy Balakrishnan Manoj Mohanka Suhana Murshed	Chairperson - Non-Executive – Independent Non-Executive – Independent Non-Executive – Independent Non-Executive – Independent	April 15, 2025 May 23, 2023 July 30, 2024 July 30, 2024	- - - -
2	Remuneration & Nomination Committee	Yes	Manoj Mohanka Sidharth Kumar Birla Suhana Murshed	Chairperson- Non-Executive – Independent Executive Director Non-Executive – Independent	July 30, 2024 October 18, 2000 July 10, 2023	- -

3	Risk Management Committee (if applicable)	Yes	Krishnamurthy Balakrishnan Chandrasekharan Bhaskar Manoj Mohanka Gaurav Jashwantlal Shah Himangshu Bakshi Vinay Kumar Agarwal	Chairperson- Non-Executive – Independent Executive Director Non-Executive – Independent Non-Executive – Independent Senior President & Chief Operating Officer President (Finance) & Chief Financial Officer	July 30, 2024 August 14, 2020 July 30, 2024 April 15, 2025 August 14, 2020 August 14, 2020	- - - - -
4	Stakeholders Relationship Committee	Yes	Madhushree Birla Suhana Murshed Utsav Parekh	Chairperson, Non-Executive - Non Non-Executive – Independent Non-Executive - Non Independent Director	July 30, 2024 July 30, 2024 April 15, 2025	- - -

\$ 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 29, 2025		Yes	9	4	
	July 28, 2025	Yes	10	5	59

* 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 28, 2025	Yes	5	4	May 29, 2025	59
Nomination and Remuneration committee	July 25, 2025	Yes	3	2		
Risk Management Committee	July 28, 2025	Yes	4	3		

* 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	-
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 30, 2025	

A. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	3
No. of investor complaints disposed off during the Quarter	3
No. of investor complaints those remaining unresolved at the end of the Quarter	0

B. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
NIL					

C. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
Not applicable					

D. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
Not Applicable				

Half year ending September 30, 2025

(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	21,50,000	19,40,000

(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	-	-	-
Director (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: NA

Name

Vinay Kumar Agarwal

Designation

President Finance & Chief Financial officer

Place

New Delhi

Date

October 29, 2025

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.