

**ANNEXURE I**

**Quarterly Compliance Report on Corporate Governance**

1. Name of the Company : XPRO INDIA LIMITED  
2. Quarter ending on : December 31, 2025

<b>I. Composition of Board of Directors</b>														
<b>Title Mr./ Ms.</b>	<b>Name of the Director</b>	<b>DIN &amp; PAN<sup>s</sup></b>	<b>Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)<sup>a</sup></b>	<b>Initial Date of Appointment</b>	<b>Date of Re- appointment</b>	<b>Date of cessation</b>	<b>Tenure* (in months)</b>	<b>Date of Birth</b>	<b>Whether special resolution passed?</b>	<b>Date of passing special resolution</b>	<b>No of Directorship in listed entities including this listed entity. [in reference to Regulation 17A(1)]</b>	<b>No of Independent Directorship in listed entities including this listed entity. [in reference to proviso to Regulation 17A(1)]</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity. ** (Refer Regulation 26(1) of Listing Regulations)</b>	<b>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)</b>
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	-	43	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	-	23	15-02-1980	NA	NA	1	1	-	-
Mr.	Manoj Mohanka	00128593	Independent	01-09-2023	01-09-2023	-	28	05-03-1963	NA	NA	3	3	3	2

Ms.	Suhana Murshed	08572394	Independent	10-08-2021	10-08-2021	-	53	05-11-1982	NA	NA	2	2	4	1
Mr.	Chandrasekharan Bhaskar	00003343	Managing Director	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		8.16	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	Yes	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)
July 28, 2025		Yes	10	5	
	November 6, 2025	Yes	10	5	101


\* 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*
Stakeholder Relationship Committee	November 4, 2025	Yes	3	1	-	-
Audit Committee	November 6, 2025	Yes	5	4	July 28, 2025	101
Risk Management Committee	November 6, 2025	Yes	4	3	July 28, 2025	101

\* 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
Disclosure of notes on related party transactions	-
<b>Note:</b> 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.	
<b>Details of Cyber security incidence</b>	
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
<b>VI. Affirmations</b>	
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 : <b>NIL</b>	
 <b>Name : Kamal Kishor Sewoda</b> <b>Designation : Company Secretary and Compliance Officer</b>  Place : Kolkata Date : January 28, 2026	

**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	1
No. of investor complaints disposed off during the Quarter	1
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:

<b>S. No.</b>	<b>Name of the unlisted company in which shares or voting rights have been acquired</b>	<b>Date of acquisition</b>	<b>Aggregate holding (% shares or voting rights) as at the end of the previous quarter</b>	<b>% shares or voting rights acquired during the quarter</b>	<b>Aggregate holding (% shares or voting rights) as at the end of the Quarter</b>
1.	Xpro Dielectric Films FZ-LLC	December 12, 2025	100	15	85

**Note:**

- a. In terms of the SEBI Circular dated December 31, 2024, acquisition of shares or voting rights by listed entities in an unlisted company, aggregating to 5% or any subsequent change in holding exceeding 2%, in accordance with the provisions of Paragraph A(1) of Part A of Schedule III of the SEBI (LODR) Regulations, is required to be disclosed.
- b. During the quarter ended December 31, 2025, Xpro Dielectric Films FZ-LLC, a subsidiary of the Company ("XDF"), upon receipt of the contracted subscription amount of AED 33,087,500 (United Arab Emirates Dirhams Thirty Three Million Eighty Seven Thousand Five Hundred only) on December 12, 2025, allotted 13,235 new equity shares (classified as "Class A" shares) of AED 1,000 each, at a premium of AED 1,500 per share, to OASIS II Investment Holding Limited (a special purpose vehicle set up as a private company limited by shares incorporated under the laws of the Abu Dhabi Global Market). Post allotment of the said shares to OASIS, the Company holds 85% of the share capital of XDF, which continues as a subsidiary of the Company.

**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				