

# Xpro India Limited

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9/1 R.N. Mukherjee Road  
Kolkata 700 001, India.  
+91 (033) 4082 3700/2220 0600 ; xprocal@xproindia.com

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May 19, 2026

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,

**Sub: Annual Secretarial Compliance Report**

As required under Regulations 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with SEBI's Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2026, for your kind information & records.

Thanking you,

Yours faithfully,  
for **Xpro India Limited**

Kamal Kishor Sewoda  
Company Secretary

Encl.: a/a

**Secretarial Compliance Report of Xpro India Limited**

*for the financial year ended March 31, 2026*

To,  
The Members,  
Xpro India Limited,  
Barjora - Mejia Road, P.O - Ghutgoria,  
Tehsil: Barjora, Dist.: Bankura 722202, West Bengal

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Xpro India Limited** ("the Listed Entity"),
- (b) the filings/ submissions made by the Listed Entity to the Stock Exchanges,
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended 31<sup>st</sup> March, 2026 ("Review Period") in respect of compliance with the provisions of:

- (a) Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations (including amendments, modifications from time to time), whose provisions and the Circulars/ Guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;  
*-Not applicable to the Listed Entity during the Review Period;*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;  
*-Not applicable to the Listed Entity during the Review Period;*
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;  
*-Not applicable to the Listed Entity during the Review Period;*
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations /Circulars /Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations /remarks of the PCS	Management Response	Remarks
<b>NONE</b>										

*AS*

(b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the PCS	Observations made in the Secretarial Compliance report for the year ended.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken /penalty imposed, if any, on the Listed Entity	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
Please refer "Annexure A"						

I. We hereby report that, during the Review Period the compliance status of the Listed Entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations /Remarks by PCS
1.	<b><u>Secretarial Standards:</u></b>  The Compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2.	<b><u>Adoption and timely updation of the Policies:</u></b>  • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the Regulations/Circulars/Guidelines issued by SEBI.	Yes	None
3.	<b><u>Maintenance and disclosures on Website:</u></b>  • The Listed Entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.	Yes	None

*AS*

4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Listed Entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Listed Entity.</p>	Yes	None
5.	<p><b><u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.</p>	a) Yes b) Yes	The Listed Entity has identified its material subsidiary.
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI (LODR) Regulations, 2015.</p>	Yes	None
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	None
8.	<p><b><u>Related Party Transactions:</u></b></p> <p>a) The Listed Entity has obtained prior approval of the Audit Committee for all Related party transactions</p> <p>b) In case no prior approval is obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	a) Yes  b) Not Applicable	a) None  b) The Company has obtained prior approval of Audit Committee for all related party transactions.

9.	<b><u>Disclosure of events or information:</u></b>  The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<b><u>Prohibition of Insider Trading:</u></b>  The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Actions has been taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various Circulars) under SEBI Regulations and Circulars/ Guidelines issued thereunder.	Yes	None
12.	<b><u>Resignation of statutory auditors from the Listed Entity or its material subsidiaries</u></b>  In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the financial year, the Listed Entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	Not Applicable
13.	<b><u>Additional non-compliances, if any:</u></b>  No additional non-compliance observed for any SEBI Regulation/Circular/Guidance note etc.	Yes	None

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**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed Entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the Listed Entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.

for *Mamta Binani & Associates*  
**Practicing Company Secretaries**

**MAMTA BINANI & ASSOCIATES**

*Ankita Dutta*  
**Partner**

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**CS Ankita Dutta**

**Partner**

**CP No.: 22416**

**Membership No: F13329**

**Peer Review Certificate No.: 6475/2025**

**ICSI Unique Code: P2016WB060900**

**UDIN: F013329H000399330**

**Date: 19<sup>th</sup> May, 2026**

**Place: Kolkata**

Annexure- A

Sr. No.	Observations/ Remarks of the PCS	Observations made in the Secretarial Compliance report for the year ended.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken /penalty imposed, if any, on the Listed Entity	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
1.	As advised by the Exchanges the Cautionary letter was submitted to the Exchanges on April 2, 2025 and circulated to the Board of Directors for taking a note of the same in the next Board meeting scheduled to be held on 29 <sup>th</sup> May, 2025.	Delayed Disclosure of Material Information	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the disclosures of Material Events or information.	Delay in submission of details of communication/demand order issued by the Deputy Commissioner, Central Goods & Services Tax, Division VII, Pune I as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company has taken necessary corrective measures to ensure that all requisite details are promptly intimated to the Stock Exchanges in future. The cautionary letter received from the Exchange was also placed before the Board of Directors for its noting at the meeting held on 29 <sup>th</sup> May, 2025.	The Company has implemented satisfactory measures to avoid any such delay in future Exchange submissions.

MAMTA BINANI & ASSOCIATES

*Mamta Datta*

Partner