

Xpro India Limited

Business Responsibility Policy

(25 May 2022)

Objective:

This Business Responsibility Policy is framed in line with the requirements of Regulation 34 of SEBI (LODR) Regulations, 2015 and endorses the Company's commitment to principles in the National Voluntary Guidelines on Social, Environmental and Economic responsibilities of Business, published by the Ministry of Corporate Affairs, in conducting of businesses.

Applicability:

In terms of Securities and Exchange Board of India (SEBI) notified SEBI (LODR) (Fifth Amendment) Regulations, 2015 of December 26, 2019, as amended by Regulation no.34 of SEBI (LODR) Regulations, 2015, annual reports of top 1000 (earlier 500) listed entities based on market capitalization as on March 31 of every year shall contain a Business Responsibility Report (BRR) describing the initiatives taken by them from an environmental, social and governance perspective, in the format specified.

Xpro India Limited ("Company") is in the list of top 1000 listed entities based on market capitalization on March 31, 2022 and is required to formulate and implement a policy on business responsibility; compliance is to be reported in the Annual Report.

Implementation:

A Business Responsibility Committee ("BRR Committee") shall be constituted comprising of the Managing Director & Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Marketing Officer and Company Secretary. The BRR Committee will be responsible for implementing the Business Responsibility Policy ("Policy"). The Policy shall be appropriately communicated within the Company across all levels and shall be displayed on the Company's website. Respective Functional Heads will formulate action plan/checklist to ensure compliances of various principles enunciated in the Business Responsibility Policy. Any grievances/complaints with respect to non-compliance with the Policy shall be reported to the BRR Committee, whose disposal/decision in this context shall be final. Compliance with the Policy shall be monitored and evaluated by the BRR Committee on annual basis.

Board Approval:

This Business Responsibility Policy has been formulated by the management and approved by the Board of Directors at its meeting held on May 25, 2022. This policy shall be applicable with immediate effect.

Policy Amendments:

Any subsequent amendment/modification in the Listing Regulations, National Voluntary Guidelines and/or other laws in this regard shall appropriately apply to this Policy, and the Policy shall be amended/modified from time to time as required and duly authorized by the Board of Directors.

PRINCIPLES

Principle 1: Ethics, Transparency & Accountability

The Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of ethical conduct, transparency and accountability. The Company has in place a Code of Conduct ("Code") for Directors and Senior Management Personnel and confirmation on compliance is obtained on periodical basis.

This Policy is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. The objective is to ensure the highest standards of ethical conduct, transparency and accountability while dealing with the stakeholders.

Policy

1. The Company shall develop governance structures, procedures and practices that fosters ethical conduct at all levels and promote the adoption of this principles across its value chain.
2. The Company will endeavor transparent communication with its key stakeholders and assure appropriate and permissible access to information relating to decisions that impact relevant stakeholders.
3. The Company will not engage in practices that are abusive, corrupt, or anti-competition.
4. The Company will truthfully discharge its responsibility on financial and other mandatory disclosures.
5. The Company shall eschew complicity with actions of any third party that seeks to violate any of the principles of this Policy.
6. The Company shall ensure that genuine concerns of misconduct/unlawful conduct can be reported and addressed in a responsible and confidential manner through its Vigil Mechanism.

Principle 2: Product Lifecycle Sustainability

The Company intertwines the principles of safety and sustainability into its processes and products throughout their lifecycle which covers various stages from procurement of raw material, product design and manufacturing till delivery to customers.

Policy

1. The Company shall assure safe and optimized use of resources over the life-cycle of its products/services, including recycling of resources wherever possible.
2. The Company shall take appropriate steps to raise consumer awareness of their rights through education, product labelling, appropriate and helpful marketing communication, full details of contents and composition and promotion of safe usage and disposal of the Company's products and services.
3. The Company shall ensure, in designing, that the manufacturing processes and technologies required to produce its products are appropriately resource efficient and sustainable.
4. The Company shall regularly review and improve upon the process of new technology development, deployment and commercialization, incorporating to the extent practically possible social, ethical, and environmental considerations.
5. The Company shall recognize and respect the rights of people who may be owners of traditional knowledge, and other forms of intellectual property.
6. The Company shall recognize that over-consumption results in unsustainable exploitation of our planet's resources, and should therefore, promote sustainable consumption, including recycling of resources.
7. The Company shall ensure compliance with applicable laws with respect to product manufacturing and sales.

Principle 3: Employee Well Being

The Company is committed to professional development and growth of employees through selecting the right candidate for right job, monitoring performance for optimum utilization of their potential, providing opportunities for growth and inculcating the culture of integrity, mutual faith and accountability. The Company is committed to holistic growth of employees by motivating them to perform at their potential by imparting the necessary guidance and training and providing them with opportunities for enhancing their knowledge and honing their skills.

The policies, procedures and practices in the Company are aligned to employees' well-being, diversity, non-discrimination, safety and health so as to have healthy, cordial and harmonious relationships and value enhancement at all levels.

Policy

1. The Company shall respect the right to freedom of association, participation, collective bargaining, and provide access to appropriate grievance redressal mechanisms.
2. The Company shall provide and maintain equal opportunities at the time of recruitment as well as during the course of employment irrespective of caste, creed, gender, race, religion, disability or sexual orientation.
3. The Company shall not use child labour, forced labour or any form of involuntary labour, paid or unpaid.
4. The Company shall take cognizance of the work-life balance of its employees, especially that of women.
5. The Company shall ensure timely payment of fair living wages to meet basic needs and economic security of the employees.
6. The Company shall provide a workplace environment that is designed to be safe, hygienic, humane, and which upholds the dignity of the employees.
7. The Company shall ensure continuous skill and competence upgradation of all employees by providing access to necessary learning opportunities, on an equal and non-discriminatory basis.
8. The Company shall promote employee morale and career development through enlightened human resource interventions.
9. The Company shall create systems and practices to ensure a harassment free workplace where employees feel safe and secure in discharging their responsibilities.

Principle 4: Stakeholder Engagement

The Company gives utmost importance to a healthy engagement with its various stakeholders such as employees, vendors, dealers, customers, shareholders/investors, communities neighbouring the operations and government/regulatory authorities. The Company will attempt to continue engagement with them through various mechanisms such as supplier/vendor meets, customer satisfaction surveys, investor forums, consultations with local communities etc.

Policy

1. The Company shall understand the concerns of its stakeholders, define purpose and scope of engagement, and commit to engaging with them.
2. The Company shall acknowledge, assume responsibility and be transparent about the impact of their policies, decisions, product & services and associated operations on the stakeholders.
3. The Company shall strive to give special attention to stakeholders in areas that are underdeveloped.
4. The Company shall resolve differences with stakeholders in a just, fair and equitable manner.

Principle 5: Human Rights

The Company believes that human rights are fundamental, inherent, universal, indivisible and interdependent in nature and continuously strives to ensure that basic human rights of all relevant stakeholders are protected.

Policy

1. The Company will observe that basic human rights of the employees are respected, valued and protected keeping in mind the Constitution of India, Laws, Policies and the International Bill of Human Rights and accordingly, formulate all policies, practices, procedures and rules of the Company.
2. The Company shall integrate respect for human rights in management systems, in particular through assessing and managing human rights impact of operations, and ensuring all persons impacted by the business have access to grievance mechanisms.
3. The Company recognizes and respects the human rights of all relevant stakeholders and groups, including that of communities, consumers and vulnerable and marginalized groups.
4. The Company shall, within its sphere of influence, promote awareness and realization of human rights.
5. The Company shall encourage its business partners and third parties with whom it conducts business to abide by this policy.

Principle 6: Environment Protection

The Company is committed to respect, protect and make efforts to restore the environment, ensuring that environmental responsibility does not merely mean complying with regulations but also working towards conservation of natural resources and minimizing hazardous impact on the ecological environment.

Policy

1. The Company shall utilize natural and manmade resources in an optimal and responsible manner and ensure the sustainability of resources by reducing, reusing, recycling and managing waste.
2. The Company shall take measures to check and prevent pollution. The Company shall assess the environmental damage and bear the cost of pollution abatement with due regard to public interest.
3. The Company shall ensure that benefits arising out of access and commercialization of biological and other natural resources and associated traditional knowledge are shared equitably.
4. The Company shall continuously seek to improve their environmental performance by adopting cleaner production methods, promoting use of energy efficient and environment friendly technologies and use of renewable energy.
5. The Company shall develop Environment Management Systems and contingency plans and processes that shall help it in preventing, mitigating and controlling environmental damages and disasters, which may be caused due to its operations.
6. The Company shall strive to report its environmental performance, including the assessment of potential environmental risks associated with their operations, to the stakeholders in a fair and transparent manner.
7. The Company shall proactively persuade and support its value chain to adopt these principles.

Principle 7: Responsible Advocacy

The Company believes that to protect overall interest of its business and diverse stakeholders, the Company has to express its fair views, opinions, representations, concerns etc. on the policies framed by Government and other authorities. The Company, may either itself or through various association/forums/chambers make such representations etc. before competent authorities. The Company's engagement with relevant association/forums/chambers etc. is guided by the values of commitment, integrity, transparency and the need to balance interests of diverse stakeholders.

Policy

1. The Company will make reasonable efforts to ensure that its advocacy positions are consistent with the principles and core elements enhancing business responsibility and transparency.
2. The Company may, in the best interest of all stakeholders, provide inputs in policy making decisions to various governmental authorities and agencies which concern the business and as well as the society in general, either directly or through the trade and industry chambers and such other collective platforms.

Principle 8: Inclusive Growth and Equitable Development

The Company's philosophy for delineating its responsibility as a corporate citizen is covered through its CSR policy which encompasses guidelines and mechanism for undertaking socially relevant programs for welfare and sustainable development of the community at large.

The Company has in place a Corporate Social Responsibility Policy framed as per the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 and is carrying out various CSR activities in accordance with the Schedule VII to the Companies Act, 2013.

Policy

The Company's core principles for inclusive growth and equitable development are:

1. Identification of and understanding the impact of the Company's operations on social and economic development and respond to minimize the negative impacts, if any.
2. Innovation and investment in products, technologies and processes on continuous basis for the overall well being of society.

3. To make efforts to complement and support the development priorities at local and national levels and to ensure that appropriate mechanism for resettlement and rehabilitation of communities, if any, which have been displaced due to the Company's business operations.
4. To be especially sensitive to local concerns, particularly in underdeveloped areas.

Principle 9: Customer Value

Customers are the core of our existence and important stakeholders. The Company's efforts are to maintain the trust, satisfaction and loyalty of customers across the world, and to continuously strive to make available products that are safe and competitively priced for the benefits of its customers/end users.

Policy

1. The Company, while serving the needs of customers, will take into account the overall well-being of the customers and that of society.
2. The Company will ensure that they do not restrict the freedom of choice and free competition in any manner while designing, promoting and selling products.
3. The Company will disclose all information truthfully and factually, through labelling and other means, including foreseeable risks to the individual, to society and to the planet from use of the products, so that the customers can exercise their freedom to consume in a responsible manner. Where required, the Company shall also educate customers on the safe and responsible usage of the products and services.
4. The Company will promote and advertise products in ways that do not mislead or confuse the consumers or violate any of the principles in this Policy.
5. The Company will exercise due care and caution while providing goods and services that result in over exploitation of natural resources or lead to excessive conspicuous consumption.
6. The Company will provide adequate grievance handling mechanisms to address customer concerns and feedback.