

XPRO INDIA LIMITED

Familiarization Programme for Independent Directors

1. Preamble:

Regulation 25(7) of the SEBI Listing Regulations, 2015 stipulates as under: -

The listed entity shall familiarize the Independent Directors through various programmes about the listed entity, including the following:

- (a) Nature of the industry in which the listed entity operates;
- (b) Business model of the listed entity;
- (c) Roles, rights, responsibilities of independent directors; and
- (d) Any other relevant information.

2. Familiarization Programme

- i. The main objective of the Company under the Programme will be to familiarise Independent Directors with the business and operations of the Company.
- ii. Orientation Programs are conducted by the following departments and the heads of the respective departments are introduced to the independent directors:

Legal & Secretarial: Covering details of the Company, its history, shareholding pattern, the Board structure, the Board Committees and their functions, Code/policies applicable to the directors, their roles, responsibilities, duties, rights as a director, important developments etc.

Marketing: Covering details of nature of industry, types of products, brands, position of the Company in the industry, sales and distribution channel, etc.

Finance: Covering details of the business model of the Company, financial details, risk management, treasury management, etc.

Technical: The Independent Directors are encouraged to visit the plants of the Company at their convenience to understand the various stages of the manufacturing process, production capacity etc.

The Above Familiarization Programme will be disclosed on the website of the Company and weblink thereto will be provided in the Annual Report.

Details of Familiarization Programmes imparted - 2016-17

Preamble:

Regulation 25(7) of the SEBI Listing Regulations, 2015 requires that the Company shall familiarize the Independent Directors about the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

Induction Programme:

The Independent Directors are provided with Directors' kit containing Company's Corporate Profile, Memorandum and Articles of Association, latest Annual Report, Code of Best Practices for the Board, Code of Conduct for Directors & Senior Management, Criteria for Independent Directors, Role of Audit Committee, Whistle Blower Policy, Criteria for Evaluation of Independent Directors and the Board, Company's Code of Conduct to Regulate, Monitor and Report Trading by Employees & Other Connected Persons and other relevant materials required for performance of their duties and responsibilities. The Appointment Letter issued to Independent Directors, inter alia, sets out the expectations of the Board from such Independent Director, their roles, duties and responsibilities in the Company.

Details of Familiarization Programmes imparted to Independent Directors are as under:

- (i) Number of programmes attended by Independent Directors:
 - during the year – 2 Nos.
 - and on a cumulative basis till date – 4 Nos.

- (ii) Number of hours spent by Independent Directors in such programmes:
 - during the year – 3 Hours
 - and on cumulative basis till date – 7 Hours

- (iii) A) Familiarization Programmes imparted to Independent Directors during the year relating to -
 - (a) nature of the industry in which the Company operates and business model of the Company;
 - (b) roles, rights & responsibilities of Independent Directors; and
 - (c) Presentation on IndAS (Indian Accounting Standards).

- B) Also the Company organises visits to its plants to familiarise the Independent Directors with the Company's business, production process, operations & products of the Company. Presentations are made at the Board/Committees and separate meetings of the Board on Company's strategy, business plan, operations, Company's performance, markets, products, finance, budget & control process, risk management framework, global business environment and other relevant areas by the respective Business Heads of the Company.

May 19, 2017