

XPRO INDIA LIMITED

Dividend Distribution Policy

Background:

Xpro India Limited (“the Company”) is required to frame this “Dividend Distribution Policy” in terms of Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

Policy:

The Company would, inter alia, consider the following parameters and relevant internal and external factors before declaring any dividend(s) or recommending any dividend(s) to the shareholders:

- a) Current year Profits after tax;
- b) Accumulated Profits from previous financial year(s);
- c) Fund requirements to finance the working capital needs of the business of the Company;
- d) Fund requirements for routine capital expenditure;
- e) Opportunities for investments towards future growth, e.g. capital expenditure, organic and inorganic growth opportunities to be pursued by the Company;
- f) Optimal free cash to fund exigencies, if any, taking into account the prevailing and expected business environment (Markets, Competition, Slowdowns, Threats, etc.);
- g) Prevailing legal requirements, regulatory conditions or restrictions laid down under the applicable laws including tax laws, or the Company’s borrowing arrangements.

If the Board wishes to consider declaring a dividend, the CFO jointly with the MD & CEO of the Company shall suggest to the Board of Directors of the Company an amount (or a range), if any, to be declared/recommended as Dividend, taking into account the above mentioned parameters.

In case the Board then proposes not to recommend any dividend(s) the rationale thereof shall be disclosed to the shareholders in the Board’s Report forming part of Annual Report of the Company.

Dividend (including interim and/or final) would be declared at the rate fixed by the Board of Directors of the Company. All dividend(s) proposed by the Board of Directors, if any, would be subject to the approval of the shareholders at the Annual General Meeting.

Amendments:

The Company is committed to continuously reviewing and updating its policies and procedures. Accordingly, this policy is subject to modification/amendment by the Board.

Effective date:

This Policy has been approved by the Board of Directors at its meeting held on February 4, 2022 and takes immediate effect.