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:

In determining whether to recommend or declare a dividend, the Company shall consider, among other things, the following internal and external factors:

a) Profit After Tax for the relevant financial year and operating cash flows;
b) Accumulated profits and retained earnings;
c) Buy-back of securities or other strategic corporate actions;
d) Redemption or repayment obligations relating to securities;
e) Working capital requirements;
f) Capital expenditure requirements;
g) Planned investments for future growth, including organic and inorganic opportunities;
h) The need to maintain adequate financial flexibility, taking into account prevailing and anticipated business conditions, including market opportunities, competition, economic slowdowns and other business risks; and
i) Applicable legal and regulatory requirements, taxation considerations and any restrictions arising from financing or borrowing arrangements.

Taking the above factors into consideration, the Board may recommend or declare a dividend within an indicative payout range of **10% to 25% of the Company's Profit After Tax (PAT)** for any financial year.

This payout range is intended solely as a broad guideline and does not constitute a commitment or create any expectation of a minimum dividend. The Board retains full discretion to recommend a higher, lower or nil dividend after considering the Company's financial position, future capital requirements, business prospects and the factors set out above.

Where a dividend is under consideration, the Chief Financial Officer, together with the Managing Director, shall submit an appropriate recommendation to the Board, including the proposed amount or payout range and the basis for such recommendation.

If the Board decides not to recommend a dividend for any financial year, the rationale shall be disclosed in the Board's Report forming part of the Annual Report, to the extent required under applicable law.

The Board may declare an interim dividend. Any final dividend recommended by the Board shall be subject to approval of the shareholders at the Annual General Meeting.

Disclosure

The Policy shall be made available on the Company's website, and the web address thereto shall be disclosed in the Annual Report.

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 reviewed and approved by the Board of Directors at its meeting held on July 31, 2026 and takes immediate effect.