

XPRO INDIA LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

This Code will be known as “**Xpro India Limited Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**” (Code) [As envisaged under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

The following norms shall be followed by the Company to ensure timely and adequate disclosure of unpublished price sensitive information (UPSI):-

- (a) Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- (b) Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- (c) To make the information generally available the same will be transmitted to the Stock Exchanges where the shares of the Company are listed for publication on their respective websites and be also made available on the Company’s website www.xproindia.com.
- (d) Designation of the Company Secretary as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- (e) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (f) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (g) Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- (h) Following guidelines will be adopted by the company while dealing with Analysts/Institutional investors:-
 - (i) The Company will provide only public information to analysts/Research persons/large investors/Institutions.
 - (ii) At least two officers of the Company will be present at the meetings with Analysts, Brokers, Institutional Investors and the discussions with them will be recorded to avoid misquoting or misrepresenting.
 - (iii) Questions outside the intended scope of discussions by the Analysts will not be answered normally but the same may be taken on notice and a considered response given later.
 - (iv) Whenever the Company will organize meetings with analysts it will normally be followed by a press release and the same information will also be posted on the website of the Company. This will be simultaneously sent to the Stock Exchanges.
- (i) The information filed by the Company with the Stock Exchanges will also be made available on the website of the Company.
- (j) Handling of all unpublished price sensitive information on a need-to-know basis.

UPSI may however be disclosed to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

UPSI shall be considered to be communicated for legitimate purpose when any employee or any other insider (who is in possession of such information):

- a) communicates such information, in the ordinary course of business, to the auditors, lenders, customers, suppliers, legal advisers, merchant bankers, partners, collaborators, insolvency professionals or any other advisers or consultants as may be considered necessary;
- b) submits or provides such information to a court of law or any governmental or regulatory authority;

XPRO INDIA LIMITED
Code of Practices and Procedures for Fair Disclosure of
Unpublished Price Sensitive Information

- c) communicates or shares such information for any other genuine or reasonable purpose as may be determined by the Compliance Officer and the Chief Investor Relations Officer appointed by the Board of Directors of the Company ('the Board') under the Regulations.

Any person or entity in receipt of UPSI pursuant to 'legitimate purpose', as stated above, shall be considered an 'Insider' for the purpose of the Regulations and due notice shall be given to such person or entity to maintain confidentiality of the UPSI.

The Code was duly approved by the Board of Directors in its meeting held on January 30, 2015 (effective from May 15, 2015) and subsequently amended on May 25, 2019 (effective from April 1, 2019).
