

XPRO INDIA LIMITED

Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions

This Policy is formulated in terms of the provisions of Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (Listing Regulations), and has been approved by the Board of Directors on February 4, 2026.

1. All Related Party Transactions including material Related Party Transactions shall be subject to prior approval of the Audit Committee. Any subsequent material modifications thereto shall also be subject to prior approval of the Audit Committee. Any other modification shall be approved/ratified by the Audit Committee.

Material modification means any subsequent modification with a variance of 10% of the existing approval or Rs.1 crore (whichever is higher) in the said Related Party Transaction.

2. Related Party Transactions shall be regarded as material if the particular transaction or transactions to be entered individually or taken together with previous transactions during a financial year exceeds the thresholds specified in Schedule XII of Listing Regulations (attached as Annexure A). Where a Related Party Transaction is regarded as material, the procedure for approval by an Ordinary Resolution of the shareholders along with the prescribed safeguards under Regulation 23 of Listing Regulations shall be followed.
3. Each Director and Key Managerial Personnel is required to furnish notice of his/her interest and changes therein and the parties who may be regarded as Related Party to the Company are to be identified therefrom. Based on this list of Related Parties, the management has to exercise due caution while entering into contract with such parties. As and when such a contract is contemplated, all due formalities as specified under Regulation 23 of Listing Regulations as well as the Companies Act, 2013 and the Rules made thereunder as amended or clarified from time to time, shall be complied with.
4. Apart from approval by Audit Committee, Related Party Transactions which are not in the ordinary course of business or not at arm's length price need to be consented to at a meeting of Board of Directors of Company in accordance with such conditions as may be prescribed, particularly in respect to matters specified in sub-section (1) of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014. If the value of such transaction exceeds the prescribed limits, the said transactions can be entered into only with approval of the shareholders by way of Ordinary Resolution.
5. A related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a Company is a party but the Company is not a party, shall require prior approval of the audit committee of the Company if the value of such transaction, exceeds the lower of the following:

- i. ten percent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or
 - ii. the threshold for material related party transactions of Company as specified in Schedule XII of these regulations. (attached as Annexure A)
6. Notwithstanding, the RPTs which cross the materiality threshold as defined under the Listing Regulations and subsequent material modifications thereof, shall be entered by the Company only with the prior approval of the shareholders of the Company and no related party shall vote to approve, whether the Related Party is a party to a particular transaction or not.
7. The Audit Committee may grant omnibus approval for Related Party Transactions which are repetitive in nature in accordance with the following criteria in line with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended: -
- i. Such transactions are in the ordinary course of business and are frequent.
 - ii. To facilitate the smooth functioning of the day to day working of the Company, such omnibus approvals shall be in the interest of the Company.
 - iii. The aggregate value of such transactions are well within the prescribed limits for materiality under Regulation 23 of Listing Regulations and under Section 188 of the Companies Act, 2013.
 - iv. For omnibus approval, the specified details like name of related party, nature of transactions, period for which approval is sought, upper limit of the value of such transactions, indicative base price/current contracted price and formula for variation in price and any other relevant/important information should be made available to the Audit Committee who may impose such conditions as may be deemed fit.
 - v. Where a Related Party Transaction cannot be foreseen and the above details are not available, the Audit Committee may grant omnibus approval for such transactions subject to the value not exceeding Rs. 1 Crore per transaction.
 - vi. Omnibus approval shall be valid for one financial year and may be renewed thereafter.
 - vii. Details of Related Party Transactions entered into pursuant to the omnibus approval shall be placed before the Audit Committee on a quarterly basis.
 - viii. Transactions which are prohibited for grant of omnibus approval cannot be so approved by the Audit Committee.

AMENDMENT AND REVIEW

In the event of any inconsistency between this Policy and the applicable laws, the applicable laws will prevail.

This Policy shall be reviewed at least once in every three years.

Annexure: A

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the following:

Consolidated Turnover of Company Threshold	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the Company
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	Rs. 2,000 Crore + 5% of the annual consolidated turnover of the Company above ₹20,000 Crore
(III) More than ₹40,000 Crore	Rs. 3,000 Crore + 2.5% of the annual consolidated turnover of the Company above ₹40,000 Crore or ₹5000 Crores, whichever is lower.

Explanation: For the purpose of computing the thresholds stated above, the annual consolidated turnover of the listed entity shall be determined based on the last audited financial statements of the Company.