

XPRO INDIA LIMITED
Code of Conduct to Regulate, Monitor and Report
Trading by Designated Persons and immediate relatives of Designated Persons

1. This Code of Conduct will be known as “**Xpro India Limited Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons (Code)** [As envisaged under Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015]
2. Definitions-
 - (A) As per the SEBI Regulations -
 - (a) “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
 - (b) “connected person” means
 - i. any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access
 - ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
 - a) a relative of connected persons specified in sub-clause (i) of clause (b); or
 - b) a holding Company or associate Company or subsidiary Company; or
 - c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management Company of a mutual fund or is an employee thereof; or
 - g) a member of the board of directors or an employee of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h) an official or an employee of a self-regulatory organization recognized or authorized by the SEBI; or
 - i) a banker of the Company; or

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- j) a concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of a Company or his relative or banker of the Company, has more than ten per cent of the holding or interest; or
 - k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (b) is also a partner; or
 - l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (b)
- (c) “generally available information” means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;
- (d) “immediate relative” means a spouse of a person, and includes, parents, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
- (e) “insider” means any person who is;
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information;
- (f) “promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- (fa) “promoter group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- (g) “relative” shall mean the following:
- (i) spouse of the person;
 - (ii) parent of the person and parent of its spouse;
 - (iii) sibling of the person and sibling of its spouse;
 - (iv) child of the person and child of its spouse;
 - (v) spouse of the person listed at sub-clause (iii); and
 - (vi) spouse of the person listed at sub-clause (iv)
- (h) “securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
- (i) “specified” means specified by the SEBI in writing:

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- (j) "Stock Exchange" means a stock exchange which is recognized by the Central Government or SEBI under section 4 of Securities Contracts (Regulation) Act, 1956 (42 of 1956);
- (k) "takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and any amendments thereto;
- (l) "trading" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- (m) "trading day" means a day on which the recognized Stock Exchanges are open for trading;
- (n) "unpublished Price Sensitive Information" means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:-
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, award or termination of order/contracts not in the normal course of business acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor.
 - (vi) change in rating(s), other than ESG rating(s);
 - (vii) fund raising proposed to be undertaken;
 - (viii) agreements, by whatever name called, which may impact the management or control of the company;
 - (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
 - (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
 - (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

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- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

(B) For the purpose of this Code

- (a) Regulations means the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (b) Company means 'Xpro India Limited'.
- (c) Board of Directors means the Board of Directors of the Xpro India Limited.
- (d) Compliance Officer means the Officer appointed by the Board of Directors of the Company for the purpose of this Code from time to time.
- (e) Designated Employees mean Unit Heads, Commercial Heads of each Division of the Company or its material subsidiary, if any and such other Employees who may be so designated from time to time by the Compliance Officer for the purpose of this Code and who may be able to have access to any unpublished price sensitive information as defined in the Regulations.
- (f) Designated Person mean –
 - All Designated Employees (*as defined above*);
 - Board of Directors of the Company;
 - Employees upto two level below the Managing Director & CEO of the Company;
 - All members of the Promoter Group and
 - All employees of IT and Secretarial Department.
- (g) "SEBI" means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992.
- (h) "Trading Window" – means trading period for trading in Company's Securities as specified by the Compliance Officer.

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- (i) “Legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
3. The Company Secretary of the Company will be the Compliance Officer for the purpose of this Code.
4. This Code will be applicable to Designated Persons and their immediate relatives.
5. Restrictions on Communication & Trading by Insiders:
- (i) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (ii) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (iii) Notwithstanding anything contained in the regulations, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
- (a) entail an obligation to make an open offer under the Takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;
- (b) not attract the obligation to make an open offer under the Takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interest of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
- (iv) For purposes of sub-regulation (iii) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-regulation (iii) above and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.
- (v) Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice

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shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

- (vi) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information

- (vii) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

6. Trading when in possession of unpublished price sensitive information

- (i) No insider shall trade in securities that are listed or proposed to be listed on a Stock Exchange when in possession of unpublished price sensitive information:

Explanation –When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:-

- (a) the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of Regulations 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of SEBI (PIT) Regulations, 2015.

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. The Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

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(b) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of SEBI (PIT) Regulations, 2015.

(c) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

(d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

(e) in the case of non-individual insiders:-

- i. the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade;
- ii. appropriate and adequate arrangements were in place to ensure that these Regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(f) the trades were pursuant to a trading plan set up in accordance with the Regulations.

(ii) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the person making the charge.

(iii) The SEBI may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of the Regulations.

7. Trading Plans

(i) An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

(ii) Such trading plan shall:-

- (a) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- (b) not entail overlap of any period for which another trading plan is already in existence;
- (c) set out following parameters for each trade to be executed
 - i. either the value of trade to be effected or the number of securities to be traded;
 - ii. nature of the trade;

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- iii. either specific date or time period not exceeding five consecutive trading days; and
- iv. price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

- (a) for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
- (b) for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price;

Explanation:

(i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.

(ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.

(iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

- (d) not entail trading in securities for market abuse.
- (iii) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

- (iv) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

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Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated above in sub-regulation (iv) or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- (i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- (ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
- (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

8. Disclosures by certain persons

- (i) Every public disclosure shall be made in such form as may be specified; other disclosures shall be made in the forms annexed hereto.
- (ii) The disclosures to be made shall include those relating to trading by the concerned person's immediate relatives as well as by any other person for whom such person takes trading decisions and shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for this purpose provided that trading in derivatives of securities is permitted under the applicable law.
- (iii) The disclosures made hereunder shall be maintained by the Company for a minimum period of five years in such form as may be specified.

(iv) Initial Disclosures

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

The above disclosure shall be made in such form and such manner as may be specified by the SEBI from time to time.

(v) Continual Disclosures

- (a) Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transactions if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter,

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aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;

The above disclosure shall be made in such form and such manner as may be specified by the SEBI from time to time.

- (b) The Company shall notify the particulars of such trading to the Stock Exchanges on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation: It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under the above provision, shall be made when the transactions effected after the prior disclosure cross the threshold specified therein.

The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

(vi) Annual Disclosures

All Directors and Designated Persons shall also furnish to the Company an annual statement of holding in the securities of the Company (in format 1 annexed) within 30 days of the close of the financial year.

(vii) Disclosures by other connected persons

The Board of Directors of the Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Board of Directors of the Company in order to monitor compliance with the Regulations.

9. Other Requirements

- (a) The Compliance Officer will report to the Board of Directors and in particular, shall provide report to the Chairman of the Audit Committee at their respective meetings provided there are any reportable transactions.
- (b) All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- (c) All Insiders will have to keep the files containing confidential information relating to price sensitive information fully secured. Computer files must be kept with adequate security of login and password, etc.

10. Procedure and restriction for trading in the Securities of the Company by Designated Persons.

(a) Trading Window

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- (i) The Trading Window for trading in the securities of the Company will be closed from the end of every quarter till 48 hours after the declaration of financial results.
- (ii) The Trading Window for trading in the securities of the Company will be closed before 7 days of the happening of the following events and shall remain closed upto 48 hours after the publication of the unpublished price sensitive information:
 - (a) dividends;
 - (b) change in capital structure;
 - (c) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - (d) changes in key managerial personnel.

(b) Pre-clearance of Trades when Trading Window is open and reporting thereof

All Designated Persons intending to trade in the securities of the Company to the extent of 25,000 Shares or Rs. 10 (Ten) Lacs of traded value, whichever is lower, in one calendar quarter may do so without any pre-clearance from the Compliance Officer. In other cases, they should follow the following procedure:

- (i) Designated Persons of the Company (including for their immediate relatives) should make an application to the Compliance Officer in the prescribed form (as per format 2 annexed) for pre-clearance of the transaction if the threshold limit is likely to be exceeded as a result of the transaction.
- (ii) Execute an undertaking in favour of the Company in the prescribed form (as per format 3 annexed).
- (iii) The Proposed transaction can be carried out only after receiving appropriate clearance from the Compliance Officer (as per format 4 annexed).
- (iv) The execution of the order in respect of the securities of the Company will have to be completed within 7 trading days of such approval of pre-clearance failing which fresh clearance would be necessary.
- (v) The Designated Person shall report the trades executed pursuant to the pre-clearance approval (as per format 5 annexed) within two trading days and in the event he has decided not to trade after securing pre-clearance, he should report the same as well with reason (as per format 5 annexed) not later than two trading days after the end of seven trading days of the grant of approval.

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(c) Restrictions on Trading

- (a) No Designated Person or their immediate relatives shall trade in any securities of the Company during the closure of the Trading Window.
 - (b) All Designated Person who trade in any number of shares of the Company shall not execute a contra trade during the next six months following the prior transaction.
11. The Managing Director and Chief Executive Officer of the company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

The internal controls shall include the following:

- (a) all employees who have access to unpublished price sensitive information are identified as designated employee;
 - (b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
 - (c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;
 - (d) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
 - (e) all other relevant requirements specified under these regulations shall be complied with;
 - (f) periodic process review to evaluate effectiveness of such internal controls.
12. PENALTY

- (a) Directors/Officers/Designated Persons who trade in securities or communicate any unpublished price sensitive information for trading in securities in contravention of the Code of Conduct prescribed by the Company will be penalized and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to explain their stand in the matter. They shall also be subject to disciplinary action including wage freeze, suspension, ineligibility for future participation in E.S.O.P. (Employees Stock Option Plans) etc. Any amount collected as fine/penalty shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.
- (b) In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- (c) In addition to the action taken by the Company, the persons violating these Regulations will also be subject to action by SEBI as per SEBI Act. In case of any violation, Stock Exchanges where the securities of the Company are traded, shall be informed by the Company about the matter, in such form and such manner as may be specified by SEBI from time to time.

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(d) The Board of Directors of the Company shall have power to modify or replace this Code, in part or full, as appropriate and as may be thought fit from time to time.

13. Informant Mechanism

‘Informant’ means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

An Informant shall submit Original Information by furnishing the Voluntary Information Disclosure Form to the Office of Informant Protection of the Board in the format and manner set out in Schedule D of SEBI Insider Trading Regulations. The Voluntary Information Disclosure Form may be submitted through informant’s legal representative.

The Company shall ensure suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by the Board or he or she is eligible for a Reward under these regulations, by reason of:

- (i) filing a Voluntary Information Disclosure Form under these regulations;
- (ii) testifying in, participating in, or otherwise assisting or aiding the Board in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the Board; or
- (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the Board in any manner.

14. Scope and Limitation

In the event of any conflict between the provisions of this Policy and the Regulations, as amended from time to time, the Regulations shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

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), November 6, 2019, August 14, 2020 (effective from July 17, 2020) , August 11, 2023 (effective from August 12, 2023) and last amended on February 8, 2025 and applicable with immediate effect. The necessary amendments are carried out in the Code as required under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

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ANNEXURE

If SEBI specifies forms for any of the purposes below, the same shall prevail

FORMAT - 1

**Form for Annual Disclosure of Details of Shares Held By
Directors/ Designated Persons**

Date:

The Compliance Officer
Xpro India Ltd.
"Birla Building", 2nd Floor,
9/1, R. N. Mukherjee Road,
Kolkata - 700 001

ANNUAL DISCLOSURE

STATEMENT OF SHAREHOLDING BY DIRECTORS/DESIGNATED PERSONS HELD IN THEIR OWN NAME

Name:

PAN:

Resi. Address:

Designation:

Division:

Department:

Number of Shares				Folio No./DP ID/Client ID
Held on Dt.....	Purchased during the year	Sold during the year	Held on Dt.....	

DETAILS OF SHARES HELD BY IMMEDIATE RELATIVES

Name/ Relationship	Number of Shares			Held on Dt.....	Folio No./DP ID/Client ID
	Held on Dt.....	Purchased	Sold		

I/We Declare that I/We have complied with the requirements of the Insider Trading Regulations.

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(Signature)

FORMAT - 2

Form for permission from the Company
Regarding proposed purchase/sale of
Listed securities of the Company

Date:

The Compliance Officer
Xpro India Ltd.
"Birla Building", 2nd Floor,
9/1, R. N. Mukherjee Road,
Kolkata - 700 001

Dear Sir,

I, Mr./Mrs..... jointly with
Mr./Mrs..... and Mr./Mrs..... wish to
purchase/sell.....(nos.) equity shares/listed securities of the Company.

An undertaking in the prescribed format is enclosed for your perusal and records in this connection.

Please grant your permission for the said transaction.

Thanking you,

Yours faithfully,

Name :

If employee:

Division :

Department :

Employee Code :

NOTE : Permission should be obtained in case of purchase/sale of equity shares exceeding 25,000 OR
Rs. 10 lacs of the expected trade value in one calendar quarter.

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FORMAT - 3

(UNDERTAKING TO BE SUBMITTED ALONGWITH THE APPLICATION FOR PRE-CLEARANCE)

Date:

The Compliance Officer
Xpro India Ltd.
"Birla Building", 2nd Floor,
9/1, R. N. Mukherjee Road,
Kolkata - 700 001

Dear Sir,

I,(Name, designation and dept.) residing atam desirous of dealing in(nos.) equity shares/listed securities of Xpro India Limited as mentioned in my application datedfor pre-clearance of the transaction.

As required by the Xpro India Limited Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons, I hereby state that-

- (a) I have no access to nor do I have any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code upto the time of signing this undertaking.
- (b) In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, after signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information is generally available to the public.
- (c) I have not contravened the provisions of the Xpro India Limited Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relatives of Designated Persons as notified by the Company from time to time.
- (d) I have made full and true disclosure in the matter.

Thanking You,

Yours Faithfully,

Name :

If employee:

Division :

Department :

XPRO INDIA LIMITED
Code of Conduct to Regulate, Monitor and Report
Trading by Designated Persons and immediate relatives of Designated Persons
(Contd.)

Employee Code :

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Form of grant of Pre-Clearance by the Compliance Officer

To

Sri.....

.....

Sub: **PRE-CLEARANCE ORDER**

Ref.: Your Application dated.....

This is to inform you that your request for dealing in(nos.) equity shares/listed securities of the Company as mentioned in your above-mentioned application is approved. Please note that the said transaction must be completed on or before.....(date) that is within 7 Trading Days from today.

For Xpro India Ltd.

Compliance officer

Date:

XPRO INDIA LIMITED
Code of Conduct to Regulate, Monitor and Report
Trading by Designated Persons and immediate relatives of Designated Persons
(Contd.)

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Report of Execution/Non-execution of Trade

Date:

The Compliance Officer
Xpro India Ltd.
"Birla Building", 2nd Floor,
9/1, R. N. Mukherjee Road,
Kolkata - 700 001

Dear Sir,

I confirm that the shares dealing for which approval was granted on(date) was completed on(date) by purchasing/selling(nos.) equity shares/listed securities of the Company.

OR

Please note that pursuant to the pre-clearance dated granted for purchase/sale of (nos.) equity shares/listed securities of the Company, I have decided not to trade thereunder for the reason

Thanking You,

Yours Faithfully,

Name :

If employee:

Division :

Department :

Employee Code :