

DIVIDEND DISTRIBUTION POLICY

OBJECTIVE:

The objective of this policy is to lay down the criteria to be considered by the board of directors of the Company before recommending dividend to its shareholders for a financial year. Dividend for the purpose of this Policy includes Interim Dividend.

CRITERIA TO BE CONSIDERED BEFORE RECOMMENDING DIVIDEND:

The board of the Company shall consider the following factors before recommending dividend:

STATUTORY AND REGULATORY COMPLIANCE:

The Company shall declare dividend only after ensuring compliance with the applicable regulatory requirements of the Company. Policy recognizes that the Business of the Company is regulated, and the Company shall at all times comply with extant regulations and other applicable Law in conducting its Business and this Policy shall not constrain the Company in any manner in adhering to any regulatory requirements or framework prescribed by Law.

FINANCIAL CRITERIA:

- For dividend (except for interim dividend), out of profits of the Company for a financial year in the manner as provided under Section 123(1) of the Companies Act, 2013
- For any interim dividend, out of profits in the manner as provided under Section 123(3) of the Companies Act, 2013

DIVIDEND PAY-OUT:

The Company shall endeavour to, subject to applicable law, declare and distribute a dividend (including dividend distribution and other taxes, cess, levies, if any relating to the dividend) of 65% (sixty five percent) of the consolidated profit, net of tax, of the Company for the relevant financial year subject to availability of cash and equivalents and after taking into consideration capital expenditure and working capital requirements. ("**Target Pay-out**")

It is hereby clarified that any declaration of dividend for this purpose shall be calculated inclusive of dividend distribution tax and other taxes, cess, levies, if any related to the dividend, for such relevant financial year.

PARAMETERS FOR VARIOUS CLASSES OF SHARES:

Currently, the Company does not have any other class of shares (including shares with differential voting rights) other than equity shares. In the absence of any other class of shares and/or shares with differential voting rights, the entire distributable profit for the purpose of declaration of dividend is considered for the equity shareholders.

AMENDMENTS /MODIFICATIONS:

To the extent any change/amendment is required in terms of any applicable law, the Law would prevail over this Dividend Distribution Policy and the provisions in this Dividend Distribution Policy would be modified in due course to make it consistent with law. Such amended policy shall be placed before the Board for approval.
