

**Introduction**

As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, the Company is required to formulate and disclose its Dividend Distribution Policy. Accordingly, the Board of Directors of the Company ('the Board') has approved this Dividend Distribution Policy.

The decision regarding dividend payout seeks to balance the dual objectives of appropriately rewarding shareholders through dividends and retaining profits in order to fund the growth plans of business. The objective of this Policy is to provide clarity to stakeholders on the dividend distribution framework to be adopted by the Company.

**A. General Guidelines for Distribution of Dividend**

- i. The Company shall pay dividend (including interim dividend) in compliance with the applicable provisions of the Companies Act, 2013 including the rules prescribed thereunder, and any amendments made thereto and any other law governing the same including Listing Regulations
- ii. Dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both.
- iii. Dividends can only be paid in cash to shareholders listed on the register of shareholders or those persons whose names are entered as beneficial owners in the record of the depository on the date specified as the record date or book closure date.
- iv. Equity dividend shall stand second in priority after payment of dividend to preference shareholders, if any

The Company seek to maintain a dividend payout (including dividend distribution tax and dividend on preference shares, if any) in the range of 15% to 20% of the consolidated net profits of the Company after tax, in any financial year, while maintaining the net debt of the company within the thresholds agreed by the Board of Directors from time to time. Currently the threshold is proposed as net debt  $\leq$  1x Operating Cash Flow.

**B. Key Factors**

The Board may take a decision to declare dividend after taking into account certain Internal and External Factors, including but not limited to the following:

<b>External Factors:</b>	<b>Internal Factors:</b>
<ol style="list-style-type: none"><li>1. Macro economic conditions</li><li>2. Growth outlook</li><li>3. Capital market volatility</li><li>4. Statutory/regulatory restrictions</li><li>5. Agreements with lenders</li><li>6. Change in provisions of Income Tax or other applicable taxes</li></ol>	<ol style="list-style-type: none"><li>1. Financial performance including profits earned (standalone and consolidated), available distributable reserves etc;</li><li>2. Impact of dividend payout on Company's desire to maintain prudent and reasonably conservative leveraging eg. interest coverage, DSCR (Debt Service Coverage Ratio) Net Debt: EBITDA and Net debt: Equity, including maintaining a</li></ol>



## **DIVIDEND DISTRIBUTION POLICY**

Policy Number: CS/03  
Policy Owner: Company Secretariat  
Approved by: Board of Directors on  
13/02/2021 (amended 25/07/22)

	<p>targeted rating – domestically and internationally;</p> <ol style="list-style-type: none"><li>3. Contractual restrictions;</li><li>4. Fund requirement for growth</li><li>5. Fund requirement for contingencies and unforeseen events with financial implications</li><li>6. Past Dividend trend including Interim dividend paid, if any and</li><li>7. Any other factor as deemed fit by the Board</li></ol>
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### **C. Amendments**

The Board may at any point of time amend, modify or review this Policy in whole or in part, as may be deemed necessary.

### **D. Disclosure**

This Policy shall be hosted on the website of the Company