



## **DIVIDEND DISTRIBUTION POLICY**

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### **(TERM OF REFERENCE, PROCEDURE AND POLICIES)**

#### **1. Introduction**

This Policy is formulated in compliance with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to set out the principles for declaration of dividend by the Company to its shareholders.

#### **2. Objective**

The objective of this Policy is to ensure a consistent approach to dividend declaration and distribution, balancing the interests of shareholders and the long-term growth of the Company.

#### **3. Parameters to be considered while declaring Dividend**

##### **a) Financial Parameters**

- Profits earned during the financial year
- Accumulated reserves and surplus available for distribution
- Cash flow position and future liquidity needs

##### **b) Internal Factors**

- Capital expenditure plans and requirements of funds for business growth
- Reinvestment opportunities in existing and new businesses
- Contingent liabilities and unforeseen expenses
- Debt obligations and covenants

##### **c) External Factors**

- Prevailing legal requirements under the Companies Act, 2013, Income Tax Act, SEBI Regulations, etc.
- Economic environment and industry outlook
- Government policies and regulatory changes

#### **4. Circumstances under which shareholders may not expect Dividend**

Shareholders may not expect dividend in situations including, but not limited to:

- Inadequacy of profits or cash flow
- Requirement of funds for expansion or acquisition opportunities
- Debt reduction plans
- Adverse economic or business conditions

#### **5. Manner of Utilisation of Retained Earnings**

The profits retained by the Company will be used for:

- Future capital expenditure and expansion

- Funding inorganic growth opportunities
- Meeting contingencies and strengthening the balance sheet

## 6. Parameters adopted with regard to various classes of shares

- The policy shall be equally applicable to all classes of equity shareholders.
- Preference shareholders, if any, will be entitled to dividend in accordance with the terms of issue of such shares.

## 7. Disclosure

This Policy shall be disclosed on the Company's website and a web-link thereto shall be provided in the Annual Report.

## 8. Review/Amendment

The Board of Directors may review and amend this Policy from time to time as may be required under applicable laws or in the best interest of the Company.

### **DISSEMINATION OF THE POLICY**

The policy shall be hosted on the website of the Company i.e. [www.bluepebble.in](http://www.bluepebble.in)

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*Effective Date: May 14, 2025*

*Date of Approval by Board of Directors: May 14, 2025*