

**DIVIDEND DISTRIBUTION POLICY**  
As Adopted by the Board of Directors  
on 16<sup>th</sup> July, 2022

The Dividend Distribution Policy (“the Policy”) applies to the distribution of dividend by INOX India Limited (the “Company”) in accordance with the provisions of the Companies Act, 2013 (“Act”) and in terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time.

**Definitions**

The terms referred to in the Policy will have the same meaning as defined under the Act and the rules made thereunder, and the SEBI Listing Regulations.

**Objective and Philosophy**

The Policy establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company.

The objective of this Policy is to reward its shareholders by returning a portion of its profits after retaining sufficient funds for growth of the Company thus maximizing shareholders’ value.

The Policy sets forth the broad principles for guiding the Board of Directors (“Board”) and the management in matters concerning declaration and distribution of dividend, with a view to ensure fairness, transparency, sustainability and consistency in the decision for distributing profits to shareholders.

The Company believes that driving growth creates maximum shareholder value. Thus, the Company would first utilize its profits *inter alia* for working capital requirements, capital expenditure to meet expansion needs, reducing debt from its books of accounts, earmarking reserves for growth opportunities and thereafter distributing the surplus profits in the form of dividend to the shareholders.

The Policy shall broadly specify the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend and how the retained earnings shall be utilized, etc.

## **Regulatory Framework**

Regulation 43A of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires top one thousand listed companies (based on market capitalization of every financial year) to formulate a Dividend Distribution Policy.

## **Parameters for declaration of Dividend**

The Company shall comply with the relevant statutory requirements that are applicable to the Company in declaring dividend or retained earnings. Generally, the Board shall determine the dividend for a particular period based on available financial resources, business requirements and taking into account optimal shareholder return, and other parameters described in this policy. The Board of Directors may in extraordinary circumstances, deviate from the parameters listed in this policy.

Dividend pay-out would also be subject to profitability under Standalone Financial Statements and while determining the nature and quantum of the dividend pay-out, the Board would take into account the following factors, including:

### **Financial parameters and Internal Factors:**

- Operating cash flow of the Company
- Profit after Tax during the year and Earnings Per Share (EPS)
- Working capital requirements
- Capital expenditure requirement
- Business expansion and growth
- Likelihood of crystalization of contingent liabilities, if any
- Additional investment in subsidiaries and associates of the company
- Upgradation of technology and physical infrastructure
- Debt levels and cost of borrowings

### **External Factors:**

- Industry Outlook and Economic environment
- Capital markets
- Global conditions
- Statutory provisions and guidelines
- Dividend pay-out ratio of competitors
- Changes in Tax Laws from time to time
- Changes and outlook in market, prices, demand and supply position of the principal products of the Company.

### **Circumstances under which the shareholders of the Company may or may not expect dividend**

The shareholders of the Company may not expect dividend in the following circumstances, subject to discretion of the Board of Directors, including:

- Proposed expansion plans, renovations and up-gradations requiring higher capital allocation
- Decision to undertake any acquisitions, amalgamation, merger, joint ventures, new product launches etc. which requires significant capital outflow
- Requirement of higher working capital for the purpose of business of the Company
- Debt obligations
- Proposal for buy-back of securities
- Retain its profit for future growth
- In the event of loss or inadequacy of profit

### **Utilization of Retained Earnings**

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilization of the retained earnings of the Company shall be based on the following factors including:

- Market expansion plans
- Declaration of dividend,
- Diversification of business
- Long term strategic plans for growth
- Replacement of capital assets
- Such other criteria as the Board may deem fit from time to time.

### **Parameters to be adopted with regard to various classes of shares**

Since the Company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. The Policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

### **Disclosures**

The Dividend Distribution Policy shall be disclosed in the Annual Report and on the website of the Company i.e. at [www.inoxcva.com](http://www.inoxcva.com).

### **Policy review and amendments**

The Board may review, amend, abrogate, modify or revise any or all provisions of this Policy from time to time. However, amendments in the Act or in the SEBI Listing Regulations shall be deemed to be incorporated in this Policy and shall be binding.