

Dividend Distribution Policy

DIVIDEND DISTRIBUTION POLICY

INTRODUCTION

This Policy is called “Accelya Solutions India Limited – Dividend Distribution Policy” (hereinafter referred to as “this Policy”) and shall be effective from 20th August, 2020 (“Effective Date”). In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Accelya Solutions India Limited (hereinafter referred to as “the Company”) is required to frame this Policy.

DEFINITIONS

- i) “Act” shall mean the Companies Act, 2013 including the rules made thereunder.
- ii) “Company” shall mean Accelya Solutions India Limited.
- iii) “CFO” shall mean Chief Financial Officer of the Company.
- iv) “Board” or “Board of Directors” shall mean Board of Directors of the Company.
- v) “Dividend” shall mean Dividend as defined under Companies Act, 2013 or SEBI Regulations.
- vi) “SEBI Regulations” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.

POLICY

This policy aims at ensuring compliance with the provisions of Regulation 43A of the SEBI Regulations.

Frequency of payment of dividend

The Company believes in rewarding its shareholders as and when the funds are available for distribution as dividend and generally strive to declare interim dividend at least once in a year and to recommend final dividend to the Members at the Annual General Meeting of the Company.

Financial parameters and internal and external factors that would be considered for declaration of dividend

The Company would, inter alia, consider the following financial parameters and / or internal & external factors before declaring dividend(s) or recommending dividend(s) to the shareholders:

- Current year profits arrived at after providing for depreciation in accordance with the provisions of section 123 and other applicable provisions, if any, of the Act;
- Profits from any of the previous financial year(s) arrived at after providing for depreciation in accordance with the provisions of Section 123 and other applicable provisions, if any, of the Act;
- Fund requirements to finance the working capital needs of the business;
- Opportunities / avenues for investment of the funds of the Company for future growth.
- Optimal free cash to fund any exigencies, if any.

In case the Board proposes not to distribute the profit, the grounds thereof and information on utilisation of the retained earnings, if any, shall be disclosed to the shareholders in the Board's Report forming part of Annual Report of the Company.

Circumstances under which their shareholders can or cannot expect dividend

In an event where the profits of the Company are inadequate or if the Company incurs losses, the Company would like to use the Company's reserves judiciously and not declare dividend or declare dividend lower than its normal rate of dividend.

Procedure for declaration / recommendation of dividend

- The CFO jointly with the Managing Director of the Company shall suggest any amount to be declared / recommended as dividend to the Board of Directors of the Company, taking into account the aforementioned parameters.
- Dividend (including interim and/or final) would be declared and paid to equity shareholders at the rate fixed by the Board of Directors of the Company. Final dividend proposed by the Board of Directors, if any, would be subject to the approval of the shareholders at the Annual General Meeting.
- The Compliance Officer of the Company shall ensure compliance of Insider Trading Regulations and SEBI Regulations with respect to payment of recommendation / declaration of dividend.

AMENDMENTS TO THE POLICY

Any amendment(s) of any provision of this policy shall be carried out by persons authorized by the Board in this regard.
