

**POLICY FOR DIVIDEND DISTRIBUTION OF  
BRAINBEES SOLUTIONS LIMITED**

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## **1. INTRODUCTION**

This policy (“**the Policy**”) applies to the distribution of dividend by Brainbees Solutions Limited (the “**Company**”) in accordance with the provisions of the Companies Act, 2013 (“**Act**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”).

## **2. 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 Listing Regulations.

## **3. BACKGROUND**

This Policy sets out the parameters and circumstances that will be taken into account by the Board of Directors of the Company in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company. This Policy shall be disclosed on the website of the Company and a web-link shall also be provided in the annual report of the Company.

## **4. CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND**

The Board of Directors of the Company, while declaring or recommending dividend shall ensure compliance with statutory requirements under applicable laws including the provisions of the Act and Listing Regulations. The Board of Directors, while determining the dividend to be declared or recommended, shall take into consideration financial performance of the Company, the advice of the executive management of the Company and the planned & further investments for growth apart from other parameters set out in this Policy.

The Board of Directors of the Company may not declare or recommend dividend for a particular period if it is of the view that it would be prudent to conserve capital for the then ongoing or planned business expansion or other factors which may be considered by the Board.

## **5. PARAMETERS TO BE CONSIDERED BEFORE DECLARATION OR RECOMMENDATION OF DIVIDEND**

### **A. Financial/ Internal Parameters**

The Board of Directors of the Company shall consider the following financial/ internal parameters while declaring dividend or recommending dividend to shareholders:

- Profits earned during the financial year;
- Retained Earnings;
- Earnings outlook for next three to five years;
- Expected future capital / liquidity requirements; and
- Any other relevant factors and material events.

## **B. External Parameters**

The Board of Directors of the Company shall consider the following external parameters while declaring dividend or recommending dividend to shareholders:

- Any significant changes in macro-economic environment affecting India or the geographies in which the Company operates, or the business of the Company;
- Any political, tax and regulatory changes in the geographies in which the Company operates;
- Any significant change in the business or technological environment resulting in the Company making significant investments to effect the necessary changes to its business model; and
- Any changes in the competitive environment requiring significant investment.

## **6. UTILISATION OF RETAINED EARNINGS**

The Company shall endeavor to utilise the retained earnings in a manner which shall be beneficial to the interests of the Company and also its shareholders. The Company may utilise the retained earnings for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders or for any other specific purpose, as approved by the Board of Directors of the Company.

## **7. PARAMETERS THAT SHALL BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES**

The Company has issued equity shares and various classes of compulsorily convertible preference shares. As all the compulsorily convertible preference shares issued by the Company rank pari passu with equity shares of the Company in terms of dividend distribution rights, hence dividend distribution parameters adopted for equity shares are applicable to compulsorily convertible preference shares as well.

## **8. REVIEW AND AMENDMENT**

The Board may, from time to time, review and make amendments to this Policy to the extent required due to change in applicable laws and Listing Regulations or as deemed fit on a review.

## **9. LIMITATION**

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment/modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.