

GOLDIAM INTERNATIONAL LIMITED

DIVIDEND DISTRIBUTION POLICY

(Last modified on May 25, 2021)

1. Background and applicability:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) require the top 1000 listed companies (by market capitalisation) to disclose a Dividend Distribution Policy in the annual report and on the corporate website.

The Board of Directors (“Board”) of Goldiam International Limited (“Company”) has adopted this Dividend Distribution Policy to comply with these requirements.

The Company currently has only one class of shares, viz. equity, for which this policy is applicable. The policy is subject to review if and when the Company issues different classes of shares.

2. Scope & Objective:

This Policy seeks to lay down a broad framework for the distribution of dividend by the Company whilst appropriately balancing the need of the Company to retain resources for the Company’s growth & sustainability. Through this policy, the Company also endeavors to maintain fairness and consistency while considering distributing dividend to the shareholders.

The Policy sets out the circumstances and different factors for consideration by the Board at the time of taking a decision on distribution or retention of profits, in the interest of providing transparency to the shareholders.

Goldiam International Limited (the “Company”) has always strived to enhance value for its stakeholders. The Company believes that returning cash to shareholders is an important component of overall value creation. The objective of this Policy is to ensure the right balance between the quantum of Dividend paid and amount of profits retained in the business for various purposes.

3. Philosophy:

The Company is deeply committed to driving superior value creation for all its stakeholders. The focus will continue to be on sustainable returns, through an appropriate capital strategy for both medium term and longer term value creation. Accordingly, the Board would continue to adopt a progressive and dynamic dividend policy, ensuring the immediate as well as long term needs of the business.

4. Parameters for declaration of Dividend:

In line with the philosophy stated above in Clause 2, the Board of Directors of the Company, shall consider the following parameters for declaration of Dividend:

Internal Factors	External Factors
<ul style="list-style-type: none">Consolidated net operating profit after tax;	<ul style="list-style-type: none">Economic conditions
<ul style="list-style-type: none">Working capital requirements	<ul style="list-style-type: none">Financing Costs
<ul style="list-style-type: none">Capital expenditure requirements	<ul style="list-style-type: none">Government regulations
<ul style="list-style-type: none">Resources required to fund acquisitions and / or new businesses	<ul style="list-style-type: none">Taxation
<ul style="list-style-type: none">Cash flow required to meet contingencies	
<ul style="list-style-type: none">Outstanding borrowings	
<ul style="list-style-type: none">Past Dividend Trends	
<ul style="list-style-type: none">Requirement for Acquisitions/Joint Ventures/ Significant	
<ul style="list-style-type: none">Buy-back of Securities	

i. Utilization of retained earnings:

The Company may declare dividend out of the profits of the Company for the year or out of the profits for any previous year or years or out of the free reserves available for distribution of Dividend, after having due regard to the parameters laid down in this Policy.

5. Quantum

The Company shall endeavour to maintain a minimum pay-out ratio of 50% of the annual Standalone Profits after Tax (PAT) to be either used for Dividend and / or Buy-back of shares, subject to consideration of the parameters stated in this Policy.

6. General

- This Policy would be subject to revision/amendment in accordance with the guidelines as may be issued by Ministry of Corporate Affairs, Securities Exchange Board of India or such other regulatory authority as may be authorized, from time to time, on the subject matter.
- The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.
- In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.
- The Company shall ensure compliance of provisions of Applicable Laws and this Policy in relation to Dividend declared by the Company.
- The Policy shall be disclosed on the website of the Company i.e. at www.goldiam.com