



INDOCO REMEDIES LIMITED

DIVIDEND DISTRIBUTION POLICY



I. INTRODUCTION

The Board of Directors ("the Board") of Indoco Remedies Limited ("the Company") understands the importance of shareholders' confidence and trust in the Company. In order to preserve the same with transparency and to ensure that there is no conflict of interest or any apprehension in the minds of its shareholders, the Board of the Company, has adopted the Dividend Distribution Policy ("the Policy") and procedures with respect to Dividends declared/ recommended by the Company in accordance with the provisions of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time.

The Dividend Distribution Policy ("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 to strike balance between payout and retained earnings, in order to address future needs of the Company.

II. OBJECTIVE

The Company has an objective of appropriately rewarding shareholders through dividends and long-term capital appreciation. The profits earned by the Company may either be retained in business or used for acquisitions, expansion or diversification, or it can be distributed to the shareholders as dividend.

The Company would ensure to strike the right balance between the quantum of dividend paid and amount of profits retained in the business for various purposes. Through this policy, the Company would endeavor to maintain a consistent approach to dividend pay-out plans by reconciling between all these needs.

III. APPROACH

The Company's dividend payout will be determined based on available financial resources, investment requirements, long term growth strategies, internal and external factors and taking into account optimal shareholder return. The Board of Directors shall refer to the policy while declaring/ recommending dividends on behalf of the Company.



IV. PROCEDURES

Pursuant to provisions of Section 123 of the Companies Act, 2013 and rules made thereunder (**Act**), the Board may declare interim dividend or recommend final dividend, payable to the existing shareholders of the Company subject to shareholders' approval. The Board may consider the free cash flow position, profit earned during that year, capex requirements, applicable taxes, overall market situation and other requisite parameters as per company's state of profitability.

The Board, as they deem fit, may declare the interim dividend, one or more times in a financial year in line with this policy. This would be in order to supplement the annual dividend or in exceptional situations.

Whereas, the final dividend is paid once for the financial year after the annual accounts are prepared. The Board of Directors of the Company has the power to recommend the payment of final dividend to the shareholders in an Annual General Meeting

V. CLASS OF SHARES

The Company currently has only one class of shares - ordinary equity shares.

VI. CATEGORY OF DIVIDENDS

The Act provides for two forms of Dividend- Final and Interim.

A. Final Dividend: Final dividend is paid once in a financial year after the annual accounts are prepared and adopted by the members of the Company. The Board of Directors of the Company has the power to recommend the payment of Final Dividend to the members in the Annual General Meeting.

B. Interim Dividend: Interim dividend may be declared by the Board of Directors one or more times in a financial year as may be deemed fit by the Board. The Board of Directors of the Company would declare an interim dividend, as and when considered appropriate, in line with this Policy. Normally, the Board may consider declaring an interim dividend after finalization of quarterly (or half yearly) financial results.



The Board at its discretion, may additionally recommend a Special Dividend under certain circumstances such as extraordinary profits from sale of investments etc.

VII. FINANCIAL PARAMETERS THAT SHALL BE CONSIDERED WHILE DECLARING DIVIDEND

Subject to the provisions of the Companies Act, 2013, dividend shall be declared or paid only out of:

- (i) Profit of current financial year;
 - a) After providing for depreciation in accordance with law;
 - b) After transferring to reserves, such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion.
- (ii) The profits for any previous financial year(s):
 - a) After providing for depreciation in accordance with law;
 - b) Out of remaining undistributed amount; or
- (iii) Out of (i) & (ii) both In computing the above, the Board may, at its discretion, subject to provisions of the law, exclude any or all of (i) extraordinary charges (ii) exceptional charges (iii) one off charges on account of change in laws or rules or accounting policies or accounting standards (iv) provisions or write offs on account of impairment in investments (long term or short term) (v) non-cash charges pertaining to amortization or ESOP or resulting from change in accounting policies or accounting standards.

VIII. FACTORS TO BE CONSIDERED WHILE DECLARING DIVIDEND

While determining the nature and quantum of the dividend payout, the Board would take into account the following internal and external factors:

Internal Factors and Financial Parameters:

- Capital Expenditure
The Company believes that it operates in the high potential and fast growing Pharmaceutical segment and has ambitious plans for growth. This will involve capital expenditure which the Company proposes to use a mix of both internal accruals as well as debt
- Profitable growth of the Company and specifically, profits earned during the financial year as compared with the Previous years
- Cash flow position of the Company and liquidity position;



- Accumulated reserves;
- Earnings stability;
- Future cash requirements
- Current and future leverage and under exceptional circumstances, the amount of contingent liabilities
- Long-term investments; and
- Any other factors as deemed fit by the Board.

External Factors:

- Economic Environment
In case of uncertain or recessionary economic and business conditions, the Company will endeavour to retain profits to build up reserves to absorb future shocks.
- Market conditions
In the times of favourable markets, dividend pay-out can be liberal. However, in case of unfavourable market conditions where the availability of credit is restricted, the Company may resort to a conservative dividend pay-out in order to conserve cash outflows.
- State of economy;
- Business cycles;
- Cost of external financing;
- Any political, tax and regulatory changes in the jurisdiction in which the Company operates.
- Industry outlook for the future years;
- Inflation rate, and;
- Changes in the Government policies or industry specific rulings and regulatory requirements.
- Any other factors as deemed fit by the Board.

Apart from the above, the Board also considers past dividend history while determining the rate of dividend.

IX. CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

The Equity Shareholders of the Company may expect dividend only if the Company is having surplus profits after providing for all expenses, depreciation and other necessary deductions and after complying with all other statutory



provisions of the Companies Act, 2013 and other applicable laws. The internal and external factors specified above shall be a crucial factor for taking a dividend declaration decision and determining the dividend distribution amount.

The Equity Shareholders of the Company may not expect dividend, if the Company does not have surplus funds after providing for all expenses, depreciation, or other necessary deductions and after complying all other statutory provisions of the Companies Act, 2013 and other applicable laws. Also, the equity shareholders of the Company may not expect dividend, if the internal and external factors specified above warrant full retention of the surplus profit.

The Board may consider recommending a lower payout for a given financial year, after analyzing the prospective opportunities and threats or in the event of challenging circumstances such as regulatory and financial environment.

X. POLICY AS TO HOW THE RETAINED EARNINGS SHALL BE UTILIZED

The Company is engaged into pharmaceutical sector and the retained earnings are deployed in the expansion of manufacturing facilities. The profits being retained in the business shall be continued to be deployed to further the growth to the business and operations of the Company. The Company stands committed to deliver sustainable value to all its stakeholders.

XI. PARAMETERS TO BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES

The holders of the equity shares of the Company, as on the record date, are entitled to receive dividends. 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.

XII. MODIFICATIONS/ DEVIATIONS TO THE POLICY

The Board of Directors is authorized to approve any modifications/ deviations to the policy and Managing Director /Joint Managing Director will be the competent authority for any interpretation regarding the policy.



XIII. PRECEDENCE

In case of any subsequent changes in the provisions of the SEBI Listing Regulations, Companies Act, 2013 or any other regulations, which makes any of the provisions in the Policy inconsistent with the SEBI Listing Regulations, Companies Act, 2013 or such other regulations, such provisions of the SEBI Listing Regulations, Companies Act, 2013 or such other regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.