

GTPL HATHWAY LIMITED

DIVIDEND DISTRIBUTION POLICY

The Board of Directors (the “Board”) of GTPL Hathway Limited (the “Company”) at its meeting held on September 27, 2017, has adopted this Dividend Distribution Policy (the “Policy”) on a voluntary basis in terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) read with the Companies Act, 2013 (“Act”).

The policy has been further amended by the Board pursuant to the resolution of the Board dated April 16, 2021.

OBJECTIVE

The objective of this Policy is to establish the parameters to be considered by the Board of Directors of the Company before declaring or recommending dividend.

The Company would endeavor to pay sustainable dividend keeping in view the Company’s policy of meeting the long-term growth objectives from internal cash accruals.

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.

CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

The Board of directors of the Company shall comply with the provisions of the Act and the SEBI Listing Regulations while declaring or recommending dividend on equity shares of the Company. The Board shall, while declaring or recommending dividend, shall take into consideration a number of factors including but not limited to the advice of the executive management of the Company and future expansion plans and capital requirements 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 such other factors which may be considered by the Board which is stipulated in this Policy.

INTERNAL /FINNACIAL PARAMETERS WHILE DECLARING OR RECOMMENDING DIVIDEND TO SHAREHOLDERS

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

- a) Profits earned during the fiscal and overall financial position
- b) Future expansion plans and capital requirements
- c) Liquidity and return ratios based on the outlook for next three to five years
- d) Any other relevant factors and material events that require cash investment.
- e) Any other factor as deemed fit by the Board.

EXTERNAL FACTORS THAT SHALL BE CONSIDERED FOR DECLARATION OF DIVIDEND OR RECOMMENDING DIVIDEND TO SHAREHOLDERS

The Board of directors of the Company shall consider the external factors that shall be considered for declaration of dividend or recommendation of dividend to shareholders. The dividend, if any, will depend on a number of external factors including the following:

- a) Any significant changes in macro-economic environment affecting India or the geographies in which the Company operates or its vendors as the case may be;
- b) Any political, tax and regulatory changes in the geographies in which the Company operates or its vendors as the case may be;
- c) Any significant change in the technological environment resulting the Company has to make significant investments; and
- d) Any changes in the competitive environment at local, Regional or national level requiring significant investment.

UTILISATION OF RETAINED EARNINGS

It will be endeavor of the Company to utilize the retained earnings in a manner which shall be beneficial to the best interests of the Company and also its shareholders.

The Company may utilize the retained earnings for business expansion and strategic investment, investment in the state of the art technology among others which is required for future growth and generation of higher returns for the shareholders or for any other specific purpose, as approved by the Board of Directors of the Company from time to time.

APPLICABILITY OF PARAMETERS THAT SHALL BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES

The Company has issued only one class of shares viz. equity shares. Parameters for dividend payments in respect of any other class of shares will be as per the respective terms of issue and in accordance with the applicable regulations and will be determined, if and when the Company decides to issue other classes of shares.

REVIEW

This Policy will be reviewed and amended as and when required by the Board.

LIMITATION AND AMENDMENT

In the event of any conflict between the Act or the SEBI Listing Regulations or any other statutory enactments ("Regulations") and the provisions of this Policy, the Regulations shall prevail over this policy. Any subsequent amendment / modification in the Regulations, in this regard shall automatically apply to this Policy.
