

**VALUE INDUSTRIES LIMITED****DIVIDEND DISTRIBUTION POLICY**

The Board of Directors (the “**Board**”) of Value Industries Limited (the “**Company**”) has adopted this Dividend Distribution Policy (the “**Policy**”) as required under Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”).

Any term used but not defined in this policy shall have the same meaning as assigned to it in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 or any other applicable law or regulation to the extent applicable to the Company.

**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.

**CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND:**

The Board of Directors of the Company, while declaring or recommending dividends shall ensure compliance with statutory requirements under

applicable laws including the provisions of the Companies Act, 2013, and the Listing Regulations. The Board of Directors, while determining the dividend to be declared or recommended shall take into consideration the advise of the Managing Director or the Chief Executive Officer, if any, of the Company and the planned and 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 resources for funding the then ongoing or planned business expansion or other factors which may be considered by the Board.

**PARAMETERS TO BE CONSIDERED BEFORE RECOMMENDING DIVIDEND:**

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

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

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

- Macro-economic environment - Significant changes in macro-economic environment materially affecting the businesses in which the Company is engaged in the geographies in which the Company operates;
- Regulatory changes - Introduction of new regulatory requirements or material changes in existing taxation or regulatory requirements, which significantly affect the businesses in which the Company is engaged;
- Technological changes which necessitate significant new investments in any of the businesses in which the Company is engaged.

#### **UTILIZATION OF RETAINED EARNINGS:**

The Company shall endeavor to utilize the retained earnings in a manner that shall be beneficial to the interests of the Company and also its shareholders.

The Company may utilize the retained earnings for making investments for future growth and expansion plans, to generate higher returns for the shareholders or for any other specific purpose, as approved by the Board of Directors of the Company.

#### **PARAMETERS THAT SHALL BE ADOPTED ABOUT 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 by the applicable regulations and will be determined, if and when the Company decides to issue other classes of shares.

**CONFLICT IN POLICY:**

In the event of any conflict between this Policy and the provisions contained in the Listing Regulations, the Listing Regulations shall prevail.

**AMENDMENTS:**

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