ENERGY INFRATECH PRIVATE LIMITED

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DIVIDEND DISTRIBUTION POLICY OF ENERGY INFRATECH PRIVATE LIMITED

This Dividend Distribution Policy ("Policy") applies to the distribution of dividend by Energy Infratech Private Limited ("EIPL" or the "Company")

1. Introduction

Since its incorporation in 2004, Energy Infratech Private Limited ("EIPL" or the "Company") has met its capital requirements primarily through internal accruals, thereby maintaining financial stability while supporting the Company's business and growth objectives.

In line with the recommendation of the Board of Directors and the Company's approach towards sharing surplus with its shareholders, EIPL has, since Financial Year 2020-21, consistently distributed dividends to its shareholders.

The Company generally considers the declaration of a final dividend at the end of each financial year, subject to the availability of distributable profits, the Company's financial position, cash flows, funding requirements, business plans and other relevant considerations.

While continuing to balance the interests of its shareholders with the Company's requirements for sustainable growth and future investments, EIPL seeks to provide greater transparency, visibility and predictability in relation to its dividend distributions. Accordingly, the Company has formulated and adopted this Dividend Distribution Policy, which sets out the principles and parameters to be considered by the Board of Directors while determining the declaration and distribution of dividends.

2. Effective Date

The Policy shall become effective from the date of its adoption by the Board.

3. Dividend Distribution to Members

In distributing the profits of the Company among shareholders, the Board of Directors will seek to balance members' expectation for a reasonable and predictable return on their investment with the Company's funding requirements for longer-term sustainable growth.

The financial factors that will be considered by the Board of Directors in arriving at the decision include, without limitation, the following:

Internal Factors	**External Factors**
• Net Profit generated	• Economic conditions
• Cash balance and cash flow	• Financing Costs
• Current and future Capital requirements	• Government regulations
• Business Expansion / Modernization	• Taxation
• Mergers and Acquisitions	• Business, technological and competitive environment changes
• Additional investment in Subsidiaries / Associates	
• Any other factor	

After meeting internal cash requirements and maintaining a reasonable cash balance towards any strategic investments, and for any unforeseen situations, the Company will endeavor to set aside free cash generated to shareholders through regular dividends.

4. Utilization of Retained earnings

Growth - The Company will utilize its retained earnings for the growth of the Company. The Company can consider venturing into new markets/ geographies/verticals.

Capital Expenditure - The Company will utilize its retained earnings for capital expenditure by way of Physical Infrastructure, Technology Infrastructure, etc.

Mergers and Acquisitions - The Company will utilize its retained earnings for mergers and acquisitions, as it may deem necessary from time to time.

Any other Business Requirement and provisions for unforeseen situations.

5. Circumstances under which a Dividend may not be paid out

Some conceivable circumstances under which shareholders may or may not expect a dividend are: adverse market conditions and business uncertainty, inadequacy of profits earned during the fiscal year, inadequacy of cash balance, large forthcoming capital requirements which are best funded through internal accruals; changing government regulations, etc.

Even under such circumstances, the Board may, at its discretion, and subject to applicable rules, choose to recommend a dividend out of the Company's free reserves.

6. Multiple classes of shares

Currently, the Company has only one class of equity shares. In the future, if the Company issues multiple classes of shares, the parameters of the dividend distribution policy will be appropriately addressed.

7. Policy Review

The Board of Directors may review and amend this policy from time to time, by taking into account the national and global economic conditions, Company's growth and investment plans and financial position, etc. and in accordance with any regulatory amendments.

8. Disclosure of the policy

The Policy shall be disclosed on the website of the Company.

9. Limitation and Amendment

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