

1. PREAMBLE

In terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, GTL Infrastructure Limited, (“the Company”) is required to formulate a Dividend Distribution Policy.

References to any statute, provision, clause or regulation include references to any subsequent changes to that statute, provision, clause or regulation or re-enactments thereof.

2. OBJECTIVES

- To lay down a broad framework for consideration of the Board of Directors of the Company (the Board) while declaring/ recommending Dividends to its shareholders and/ or retaining or plough back of its profits.
- To set out the circumstances and different factors for consideration by the Board at the time of taking such decisions of distribution or of retention of profits, in the interest of providing transparency to the shareholders.

3. DIVIDEND

- The Board may recommend Dividend while approving Final accounts, for any financial year (April to March), at its discretion, subject to the approval of the Members of the Company. Further, approval of Secured Lenders is also required till completion of restructuring of debt and there is no default in payment of outstanding dues of Lenders.
- The Dividend as recommended by the Board shall be approved/declared at the Annual General Meeting of the Company.
- The Board may also declare Interim Dividends for any financial year, (April to March), at its discretion, to be paid to the Members of the Company. Before declaring Interim Dividend, the Board shall consider the quarterly or half yearly financial position of the Company for the payment of such Dividend.
- The payment of Dividends shall be made within 30 days from the date of declaration to the shareholders entitled to receive the Dividend on the record date/book closure period as per the applicable law.
- In case no Final Dividend is declared, Interim Dividend paid during the year, if any, will be regarded as Final Dividend in the Annual General Meeting.

4. FACTORS FOR DECLARATION OF DIVIDEND

Generally, the parameters and/or factors that may be considered by the Board before making any recommendations/declarations of the Dividend as the case may be, would include, but are not limited to the following:

- Financial Parameters:
 - a. Current financial year's profit after requisite provisions and transfers as may be required
 - b. Outstanding debts
 - c. Cash Flow after consideration of business needs
 - d. Any other financial parameters as deemed fit by the Board

- Internal & External Factors:
 - a. State of the Economy and the business environment
 - b. Trends in Capital Markets
 - c. Statutory Restrictions/Amendments
 - d. Taxation and Regulatory Concerns
 - e. Prospective Opportunities and Threats
 - f. Working Capital & Capital Expenditure requirements
 - g. Net Worth
 - h. Any other factors as deemed fit by the Board.

5. CIRCUMSTANCES UNDER WHICH DIVIDEND PAYOUT MAY OR MAY NOT BE EXPECTED

- The Equity Shareholders of the Company may expect Dividend if the Company is having surplus funds after providing all expenses, depreciation etc. and complying with all other statutory requirements of the Companies Act, 2013.
- The Dividend pay-out decision of the Company would depend upon the consideration of certain parameters and/or factors including but not limited to the parameters as well as internal and external factors as stated above.
- The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run.

6. UTILISATION OF RETAINED EARNINGS

The decision of utilization of the retained earnings of the Company would be based on factors including but not limited to the following:

- Expansion/modernisation/acquisition plan
- Working Capital/Capital Expenditure requirements
- Expensive cost of debt
- Other such criteria as the Board may deem fit from time to time.

7. PARAMETERS FOR VARIOUS CLASSES OF SHARES

Presently, the Authorised Share Capital of the Company is divided into Equity Shares of Rs. 10 each and Preference Shares of Rs. 100 each. At present, the issued and paid-up share capital of the Company comprises only equity shares.

The Company shall first declare dividend on outstanding preference shares, if any, at the rate of dividend fixed at the time of issue of preference shares and thereafter, the dividend would be declared on equity shares.

Currently, the Company has issued one class of equity shares with equal voting rights. As and when the Company issues different class of shares, the Board of Directors may suitably amend this policy.

8. DISCLOSURE

The Company shall make appropriate disclosures as required under the SEBI (Listing Obligations and Disclosure Requirements), 2015.

9. GENERAL

- The Policy would be subject to revision / amendments in accordance with the guidelines as may be issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India or such other regulatory authority as may be authorised, 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 the 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.