

PRAGYAWAN TECHNOLOGIES LIMITED



DIVIDEND DISTRIBUTION POLICY

CIN: U29292DL2011PLC222502

**Registered Address: Flat No. 2, 2nd Floor, Plot No. 70-A/31 Guru Nanak Pura, Laxmi Nagar,
110092, Delhi, India**

DIVIDEND DISRIBUTION POLICY

A. APPLICABILITY:

Regulation 43A of the SEBI (LODR) Regulations, 2015 requires the top 1000 listed entities based on market capitalization (calculated as on March 31 of every financial year) shall formulate a dividend distribution policy which shall be disclosed on the website of the listed entity and a weblink shall also be provided in their annual reports. The other listed companies may disclose their dividend distribution policies on a voluntary basis on their websites and provide a web-link in their annual reports.

The Board of Directors (“**the Board**”) of Pragyawan Technologies Limited (“**the Company**”) vide its resolution has voluntarily resolved to adopt the following policy on dividend distribution with a view to inform the shareholders about how it aims to utilize extra profits and the parameters that shall be adopted with regard to the equity shares.

B. OBJECTIVES OF POLICY:

The objective of the policy is to specify the external and internal factors, including financial parameters, that shall be considered while declaring dividends and the circumstances under which the shareholders of the Company may or may not expect dividends and how the retained earnings shall be utilized, etc. The Board of Directors may consider a declaration of an interim dividend depending upon the cash flow situation of the Company.

The dividend distribution shall be as per the recommendations of the Board and shall always be decided at a general meeting of shareholders. Depending on the long-term growth strategy of the Company and the prevailing circumstances, the Board may consider a higher dividend payout ratio while trying to ensure that sufficient funds are retained for the growth of the Company.

C. DEFINITIONS:

- (a) “**The Company**” means Pragyawan Technologies Limited.
- (b) “**Policy**” means Dividend Distribution Policy.
- (c) “**Board**” shall mean the Board of Directors of the Company.
- (d) “**Act**” shall mean the Companies Act, 2013 and Rules thereunder (including any statutory modification or amendment or re-enactment thereof for the time being in force).
- (e) “**Dividend**” shall have the meaning as defined under the Act and includes any interim Dividend.
- (f) “**SEBI**” shall mean Securities Exchange Board of India.
- (g) “**SEBI (LODR) Regulations, 2015**” shall mean Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (h) “**Stock Exchange**” shall mean a recognized Stock Exchange as defined under Securities and Exchange Board of India Act, 1992 (including any statutory modification or amendment or re-enactment thereof for the time being in force).

Words and Expressions used and not defined in this Policy but defined in the Act or Applicable Laws shall have the same meaning respectively assigned to them in those Acts/Applicable Laws.

D. PREAMBLE:

Dividend is the payment made by a Company to its shareholders, in the form of distribution of its profits. The profits earned by the Company can either be retained in the business or utilized for acquisitions, expansion or diversification, or it can be distributed to the shareholders. The Company may choose to retain a part of its profits and distribute the balance among its shareholders as a Dividend.

The Policy establishes the principles to ascertain amounts that can be distributed to shareholders as Dividend by the Company, as well as enable the Company to strike a balance between pay-out and retained earnings, in order to address future needs of the Company. It lays down various parameters which shall be considered

by the Board of Directors of the Company before the recommendation/declaration of a Dividend to its shareholders.

E. CATEGORY OF DIVIDENDS

The provisions of the Companies Act, 2013 provide for two forms of Dividend, i.e., Interim & Final. The Board of Directors shall have the power to recommend a final dividend to the shareholders for their approval in the general meeting of the Company. The Board of Directors shall have the absolute power to declare interim dividends during the financial year, as and when they consider it fit.

(i) Interim Dividend

The Board of Directors of the Company, in accordance with the Articles of Association of the Company, can declare an interim dividend during any current financial year, as and when considered appropriate, in line with this policy. Normally, the Board could consider declaring an interim dividend after finalization of quarterly (or half-yearly) financial accounts.

(ii) Final Dividend

The Board of Directors of the Company has the power to recommend the payment of a Final Dividend to the shareholders in a general meeting, which shall be paid once for the financial year after the annual accounts are prepared. The declaration and payment of such Final dividend shall be subject to the approval of shareholders of the Company and shall be included in the ordinary business items that are required to be transacted at the Annual General Meeting.

F. DECLARATION AND PAYMENT OF DIVIDEND

Subject to the provisions of the Companies Act, Dividend shall be declared or paid only out of-

I. Current financial year's profit:

- (a) after providing for depreciation in accordance with law; and
- (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; and
- (b) remaining undistributed; or

III. Out of (i) & ii) both.

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

G. CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS OF THE COMPANY MAY OR MAY NOT EXPECT A DIVIDEND

The Board of Directors of the Company, while declaring or recommending a Dividend, shall ensure compliance with statutory requirements under applicable laws, including the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The shareholders of the Company may expect a Dividend only if the Company has adequate profits after complying with all other statutory requirements under the Applicable Laws.

Subject to the discretion of the Board, the shareholders of the Company may not expect a dividend in the following circumstances.

- (i) in case of inadequacy of profits or whenever the Company has incurred losses;
- (ii) whenever the Company undertakes or proposes to undertake any significant business expansion/ investment /acquisitions;

- (iii) significant working capital requirement affecting free cash flow;
- (iv) whenever the Company proposes to utilize surplus cash for the buyback of securities or setting off of previous year losses or losses of its subsidiary(ies); and
- (v) whenever a declaration of Dividend is prohibited by any regulatory body.

H. QUANTUM AND MANNER OF DIVIDEND PAYOUT

The Company is committed to deliver sustainable value to all its stakeholders. The Company strives to distribute an optimal and appropriate level of the profits earned by it in its business and investing activity, with the equity shareholders, in the form of Dividend. Determining the Dividend pay-out depends on several factors, both internal to a business and external to it. Taking into consideration the aforementioned factors, the Board shall have absolute discretion to determine & recommend appropriate Dividend pay- out for the relevant financial year.

I. DECLARATION AND PAYMENT OF DIVIDEND

The declaration and payment of Dividend shall be in accordance with the provisions of Sections 123 to 127 of the Act. Pursuant to the provisions of Section 123 of the Act, the Board shall recommend Dividend for any financial year subject to the following: (a) out of the profits of the Company for that year arrived after providing for depreciation; or (b) out of the profits of the Company for any previous financial year(s) arrived at after providing for depreciation and remaining undistributed; or (c) out of both (a) and (b).

J. PARAMETERS FOR DECLARATION OF DIVIDEND

The Board shall consider the following various circumstances, like the current year's profit, future outlook, reinvestment opportunities of the Company, tax benefits, the Company's present and future performance for the declaration and payment of Dividend.

Financial parameters

- (i) Availability of profit;
- (ii) Financial performance of the Company for the year for which the Dividend is recommended;
- (iii) Operating cash flow of the Company;
- (iv) Working capital requirements;
- (v) Capital expenditure requirements;
- (vi) Past dividend payout ratio / trends;
- (vii) Liquidity position;
- (viii) Such other factors and/or material events which the Company's Board may consider.

External factors

The external factors which shall be considered by the Board of Directors while recommending/ declaring a Dividend to the shareholders:

- (i) Shareholders' expectations;
- (ii) Statutory provisions and guidelines; Restrictions imposed under the Act with regard to declaration of dividend;
- (iii) Sectoral performance;
- (iv) Future uncertainty and industrial downturn;
- (v) Government policy;

- (vi) Cost of financing;
- (vii) Global conditions
- (viii) Applicable taxes
- (ix) Any other factor that has a significant influence / impact on the Company's working / financial position of the Company.

Internal factors

- (i) Growth rate of past earnings;
- (ii) Growth rate of predicted earnings;
- (iii) Expansion and modernization of existing business;
- (iv) Investment in research and development;
- (v) Working capital requirements;
- (vi) Any proposed mergers and acquisitions;
- (vii) Approach adopted – residual, stability or hybrid.

Utilisation of retained earnings

The decision on utilization of retained earnings of the Company shall be based on the following factors:

- (i) Acquisition/ Diversification of business;
- (ii) Long-term strategic plan;
- (iii) High cost of debt;
- (iv) Market or product development/ expansion plan;
- (v) Increase in production capacity;
- (vi) Modernisation Plan;
- (vii) Replacement of capital-intensive assets.
- (viii) Balancing the Capital Structure by de-leveraging the company;
- (ix) Any acquisition or Takeover plan;
- (x) Other such criteria as the Board may deem fit from time to time.

K. PARAMETERS ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES

Dividend would continue to be declared on the face value of the Equity Shares and on a per share basis of the Company. 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 laws and will be determined, if and when the Company decides to issue other classes of shares. Therefore, the Dividend declared will be distributed amongst all shareholders, based on their shareholding on the record date.

L. CONFLICT IN POLICY

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

M. REVIEW AND AMENDMENT

This Policy will be reviewed periodically by the Board, from time to time, and the Board can amend this Policy, as and when deemed fit, to the extent required due to changes in applicable laws and the SEBI Listing Regulations or as deemed fit on a review. The modifications, if any, made to the Policy shall be disclosed on the website of the Company.

N. DISCLOSURE OF THE POLICY

The Policy shall be disclosed on the website of the Company, and the web-link of the same shall be provided in their annual reports.

In case, the Company proposes to declare a dividend on the basis of the parameters in addition to those as specified in this Policy and/or proposes to change any of the parameters, the Company shall disclose such changes along with the rationale in its annual report and on its website.

Version approved by: The Board of Directors

Effective Date: January 15, 2026

Place: Noida

Note: Approved in the Board meeting dated January 15, 2026