LLOYDS
ENTERPRISES

DIVIDEND DISTRIBUTION POLICY

OF

LLOYDS ENTERPRISES LIMITED

CIN: L27100MH1986PLC041252

Registered Office: A 2 2nd Floor Madhu Estate Pandurang Budhkar Marg Lower Parel Mumbai 400013

Tel. 022-62918111

This policy applies to the Distribution of Dividend by Lloyds Enterprises Limited **("the Company")** in accordance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **("LODR")** as amended.

<u>DEFINITIONS</u>:

The terms referred to in the policy will have the same meaning as defined under the Act, the Rules made there under, and the LODR Regulations.

<u>BACKGROUND</u>:

This policy sets out the parameters and circumstances that will be taken into account by the Board of Directors of the Company in determining the distribution of dividend to its Shareholders and/or retaining profits earned by the Company.

1. The circumstances under which the Shareholders may or may not expect Dividend:

The Company shall comply with the relevant statutory requirements that are applicable to the Company in declaring dividend or retained earnings. Generally, the Board shall determine the dividend for a particular period after taking into consideration the financial performance of the Company, the advice of Executive Management, and other parameters described in this policy.

2. The Financial /Internal parameters that shall be considered while declaring Dividend:

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

a. Capital allocation plans including

  i. Expected cash requirements of the Company towards working capital, capital expenditure in technology and Infrastructure, general corporate purpose etc.;
  ii. Investments required towards execution of the Company's strategy;
  iii. Funds required for any acquisitions that the Board of Directors may approve; and
  iv. Any share buy-back plans.

b. Minimum cash required for contingencies or unforeseen events;

c. Funds required to service any outstanding loans;

d. Liquidity and return ratios;

e. Any other significant developments that require cash investments.

3. External factors that shall be considered for declaration of dividend:

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

   a. Any significant changes in macro-economic environment affecting India or the geographies in which the Company operates, or the business of the Company or its clients;
   b. Any political, tax and regulatory changes in the geographies in which the Company operates;
   c. Any significant change in the business or technological environment resulting in the Company making significant investments to effect the necessary changes to its business model;
   d. Any changes in the competitive environment requiring significant investment

4. Policy as to how the Retained Earnings shall be utilized:

The consolidated profits earned by the Company can either be retained in the business and used for various purposes as outlined in clause 2 above or it can be distributed to the shareholders.

5. Provisions in regard to various classes of shares:

The provisions contained in this policy shall apply to all classes of Shares of the Company. It may be noted that currently the Company has only one class of shares, namely, Equity Shares.

6. Review:

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

7. Disclosure of the Policy:

This policy will be uploaded on the website of the Company.

8. Limitation and Amendment:

In the event of any conflict between the provisions of this policy and of the Act or LODR or any other Statutory enactment(s), Rules, the provisions of such Act / LODR / Statutory Enactments / Rules shall prevail over this policy.

Further, any subsequent amendment / modification in the LODR / Act and / or applicable laws in this regard shall automatically apply to this policy.

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This policy was amended by the Board of Directors on 03rd May, 2024.