

## **Dividend Distribution Policy (“Policy”)**

*As required under clause 43A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time (SEBI Listing Regulations), this Policy is made by Polaris Consulting & Services Limited (“the Company”) to determine the manner and the parameters under which the dividend is paid to its shareholders. The Policy is displayed on the website of the Company only for the benefit of the investors or stakeholders.*

The Board of Directors (“Board”) of the Company has approved this policy in its meeting held on 8<sup>th</sup> of February 2017

### **Factors to be considered before declaration of Dividends:**

The Board will consider the following factors before making any recommendations for the dividend including, but not limited to:

- (i) future capital expenditure plans including but not limited to anticipated investments for organic and inorganic business growth opportunities
- (ii) profits earned during the financial year;
- (iii) cost of raising funds from alternate sources,
- (iv) the company’s liquidity position and future cash flow needs
- (v) prevailing Taxation Policy or any amendments expected thereof, with respect to Dividend distribution
- (vi) Current and projected cash balance
- (vii) The macro economic factors and the general business environment
- (viii) Corporate actions resulting in significant cash outflow for the Company
- (ix) Track record of dividends distributed by the Company
- (x) Current and projected debt – raising capacity

### **Utilization of retained earnings**

The Company’s retained earnings shall be utilized in the following manner in compliance with the applicable rules and regulations:

- Funding organic and inorganic business growth needs
- Payment of dividend in future years
- Issue of bonus shares
- Buyback of shares subject to applicable limits
- Any other permissible purpose

**Applicability:**

This policy applies to the equity shareholders of the Company in accordance with applicable various Acts, rules and regulations.

The Board may declare interim dividend (s) as and when they consider it fit, and recommend final dividend to the shareholders for their approval in the general meeting of the Company.

The payment of dividend is subject to the provisions of Companies Act, 2013 and rules framed thereunder (Act) and the dividend distribution shall be in accordance with the applicable provisions of the Act, , SEBI Listing Regulations and other legislations governing dividends and the Articles of Association of the Company as in force and as amended from time to time.

The Board will review the policy at regular intervals and reserves the right to amend the Policy from the time to time to meet the requirements of the regulatory framework.