**DIVIDEND DISTRIBUTION POLICY**

**EXIM ROUTES LIMITED**

1. **PREAMBLE**
2. Exim Routes Limited (formerly known as Exim Routes Private Limited) (“the Company”) is committed to delivering value to its shareholders by sharing a portion of its profits through dividends.
3. This **Dividend Distribution Policy** outlines the principles and criteria for determining the distribution of dividends, ensuring compliance with the **Companies Act, 2013**, and adherence to good corporate governance practices.
4. This policy was adopted by the Board of Directors on 19 May 2025 and shall be effective from that date.
5. **OBJECTIVE**

The primary objective of this policy is to establish a framework that balances rewarding shareholders with retaining sufficient profits to support the Company’s future growth and operational needs.

1. **SCOPE AND APPLICABILITY**

This policy applies to the declaration and distribution of dividends on equity shares issued by Exim Routes Limited.

1. **DEFINITIONS**

* **Dividend:** The distribution of profits by the Company to its shareholders in proportion to the amount paid-up on the shares they hold.
* **Interim Dividend:** A dividend declared by the Board of Directors between two Annual General Meetings.
* **Final Dividend:** A dividend recommended by the Board of Directors and declared at the Annual General Meeting.

1. **PARAMETERS FOR DECLARATION OF DIVIDEND**

The Board of Directors shall consider the following parameters before recommending or declaring dividends:

**5.1 Financial Parameters:**

* **Profitability:** Net profit earned during the financial year and available distributable reserves.
* **Cash Flow:** Availability of adequate cash flow to meet dividend payouts.
* **Debt Obligations:** Compliance with debt covenants and repayment schedules.
* **Capital Expenditure:** Planned investments in infrastructure, technology, and other capital expenditures.

**5.2 Internal Factors:**

* **Earnings Stability:** Consistency and sustainability of the Company’s earnings.
* **Retention for Growth:** Requirement of funds for business expansion and diversification.
* **Past Dividend Trends:** Historical dividend payout ratios and shareholder expectations.

**5.3 External Factors:**

* **Economic Conditions:** Prevailing macroeconomic environment and market trends.
* **Regulatory Changes:** Impact of amendments in laws and regulations affecting the Company’s operations.
* **Industry Practices:** Dividend distribution norms prevalent in the industry.

1. **UTILISATION OF RETAINED EARNINGS**

The retained earnings shall be utilized for:

* Funding expansion and modernization projects.
* Strengthening the balance sheet by reducing debt.
* Investing in research and development.
* Meeting contingencies and unforeseen operational exigencies.

1. **MANNER OF DIVIDEND PAYOUT**

7.1. **Interim Dividend:** The Board may declare an interim dividend based on the profits available as per quarterly or half-yearly financial statements.

7.2. **Final Dividend:** The Board shall recommend the final dividend based on the annual financial results, subject to approval by shareholders at the Annual General Meeting.

1. **DISCLOSURE**

This policy shall be disclosed in the Annual Report and on the Company’s official website to ensure transparency.

1. **REVIEW AND AMENDMENT TO THE POLICY**

The Board of Directors shall periodically review this policy and make amendments as deemed necessary, subject to applicable laws and regulations.

**By and on Behalf of Board of Directors**

**for Exim Routes Limited**



**Manish Goyal**

**CEO & Director**

**DIN: 08126341**