



## POPULAR FOUNDATIONS LTD.

No.32/1, 32/2, Kamatchi Apartments, 10th Avenue, Ashok Nagar, Chennai - 600 083, India.

Ph : 91-44-24891914, 24717750, 42155997, 91-44-24897508 E-mail : info@grouppopular.com Web : www.grouppopular.com

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### DIVIDEND DISTRIBUTION POLICY

(Pursuant to Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**PREAMBLE:** This policy is framed pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sets out the various factors and principles that would be taken into account by the Board of Directors of the Company (the Board), in determining the amounts to be distributed as Dividend to the shareholders.

**PARAMETERS FOR DISTRIBUTION:** The Board will endeavour to maintain consistent and sustainable dividend payments, taking into consideration the following:

- a) Financial performance of the Company, liquidity position, market conditions and related matters.
- b) Working Capital, Capital expenditure plans, both normal and for projects, funding options for the same, including but not limited to plough back of the internal resources and related matters.
- c) Acquisition plans and additional investments in subsidiaries of the Company, as may be required.
- d) Compliance with the regulatory requirements under the Companies Act, 2013 and other applicable laws for the time being in force, relating to dividend payments as also other contractual obligations.
- e) General economic conditions and other policy changes, the likely impact thereof on the Company's operations in the foreseeable future.
- f) Impact of tax on or distribution of dividend.
- g) Dividend history of the Company and extant corporate practices in dividend distributions
- h) Such other factors and/or material events which the Board may consider relevant at any given point in time. Shareholders may expect to receive dividends for the years in which in the opinion of the Board the above criteria are met and distributable surplus is available.

**UTILIZATION OF THE RETAINED EARNINGS:** The undistributed profits would be utilized for the benefit of all the stakeholders including but not limited to future business growth / expansion and strategic plans, retention to meet contingencies or such other purpose the Board may deem fit from time to time in the interest of the Company and its stakeholders.

**PARAMETERS FOR CLASSES OF SHARES:** At present the Company has only one class of shares, viz., equity shares of Rs. 10 each, fully paid-up. Therefore, the amount determined as distributable profits by the Board shall be available to all the equity shareholders in proportion to their holding in the Company as on the relevant date fixed for the same.



**APPLICABILITY, VALIDITY AND CHANGES TO THE POLICY:**

- This policy shall be applicable for interim and final dividends that may be recommended by the Board and shall remain in force until otherwise decided by the Board.
- To the extent any change/amendment is required in terms of any change in the Regulations and/or other applicable laws, the policy shall be deemed to have been modified automatically to reflect the amended provisions. Such changes would be informed to the Board and the revised policy would be placed for taking note of.
- The Board may make any changes to the Policy as deemed appropriate from time to time.

Approved on 23.03.2026

