

RSB RETAIL INDIA LIMITED
**(Formerly Known as R S Brothers Retail India
Private Limited)**

POLICY ON DIVIDEND DISTRIBUTION

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1. Introduction:

In compliance with the provisions of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **Regulations**"), as amended from time to time, this Policy provides guidance for declaration of dividend and its pay-out by RSB Retail India Limited ("**RSB**"/ the "**Company**"). The Company in compliance with the requirements of Regulation 43A on voluntary basis as a part of good corporate governance, has adopted this Dividend Distribution Policy (the "Policy").

2. Objectives & Scope:

This Policy lays down the broad framework which will act as a guiding principle for the purpose of declaring or recommending dividend during or for any financial year, by the Company.

Through this policy, the Company shall endeavour to bring a transparent and consistent approach to its dividend pay-out plans.

The Policy, however, is not an alternative to the decision making process of the Board for recommending Dividend and the Board may take into consideration other factors as well in addition to the ones enumerated in this policy.

3. Definitions:

3.1 "Applicable Laws" shall mean the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time and such other act, rules or regulations which provides for the distribution of dividend.

3.2. "Company" shall mean "RSB Retail India Limited".

3.3. "Board" or "Board of Directors" shall mean Board of Directors of the Company.

3.4. "Dividend" shall mean Dividend as defined under Companies Act, 2013.

3.5. "Policy or this Policy" shall mean the Policy on Dividend Distribution.

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4. Parameters for declaration of Dividend:

In line with the philosophy stated above, the Board of Directors shall consider the following parameters for declaration of dividend:

4.1 Financial Parameters

- Consolidated Net operating profit after tax earned during the financial year as compared with:
 - Previous years and
 - Internal budgets;
- Working Capital requirements;
- Capital expenditure requirements;
- Likelihood of crystallization of contingent liabilities, if any
- Resources required to fund acquisition of business(es);
- Cash flow required to meet contingencies;
- Outstanding borrowings;
- Stipulations / covenants of loan agreement, if any

4.2 Internal Factors

- Accumulated reserves
- Potential opportunities available for growth/ expansion
- Past Dividend Trends;
- Expectation of major shareholders;
- Prudential requirements for cash conservation

4.3 External Factors

- Prevailing legal requirements, regulatory conditions or restrictions laid down under applicable laws including tax laws;
- Business cycles;
- Dividend Pay-out ratios of companies in similar industries;
- Economic Environment;
- Cost of external financing;
- Industry Outlook for future years;
- Inflation Rate

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If the Board proposes to declare dividend on the basis of parameters in addition to the ones mentioned above or proposes to change such additional parameters or the dividend distribution policy contained in any of the parameters, it shall disclose such changes along with the rationale for the same in the annual report and on its website.

5. Circumstances under which the shareholders may or may not expect dividend:

The Shareholders of the Company may expect dividend only if the Company is having surplus funds after providing for all expenses, depreciation, other non-cash charges etc. and complying all other statutory requirements of the Applicable Law.

The Board shall consider the factors mentioned under Clause 4 above and before determination of any dividend payout, analyze the prospective opportunities and threats, possibility of corporate restructuring, viability of the option of dividend payout or retention etc. The Board shall not recommend dividend if they are of the opinion that it is financially not prudent to do so.

6. Utilization of retained earnings:

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilization of the retained earnings of the Company shall be based on the following factors:

- Market expansion plan;
- Product/Service expansion plan;
- Modernization plan;
- Diversification of business;
- Long term strategic plans;
- Replacement of capital assets;
- Where the cost of debt is expensive;
- General corporate purposes, including contingencies
- Such other criteria as the Board may deem fit from time to time.

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7. Provision with regard to various classes of shares

The holders of the equity shares of the Company, as on the record date, are entitled to receive same amount of dividend per share. The holder of preference shares are entitled to get dividend as per the terms of issuance.

8. Amendment(s)

- The Board of Directors may review or amend this policy, in whole or in part, from time to time, as it may deem fit.
- In case of any amendment(s) issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s) shall be treated as part of this Policy and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s).
- In case of any clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then this Policy shall be read along with such clarification(s), circular(s) so issued, from the effective date as laid down under such clarification(s), circular(s) etc.

9. Disclosures

The Company shall disclose this policy in its Annual Report & website.

This document only outlines the policy and factors, the Board keeps in view and is not intended to be a commitment or guarantee of dividend payment by the Company either annually or otherwise.

10. Version History

Version	Date of approval of Board of Directors	Effective Date
1.0	March 19, 2025	March 19, 2025