

ALEMBIC PHARMACEUTICALS LIMITED

DIVIDEND DISTRIBUTION POLICY

Details of Amendments to the Policy				
Policy Change effective Date	Clause No.	Particulars of the Change	Board Approval Date	Version of Policy

Policy Statement:

The Dividend Policy of the Company aims to strike a balance between the dual objectives of rewarding shareholders through Dividends and ploughing back earnings to support sustained growth.

The Company will endeavor to maintain the Dividend Payout Ratio ranging generally between 20%-35% of the Profit after Tax on standalone financials. However, non-recurring profits arising out of one time opportunities will not be considered.

Scope:

The Policy set out herein relate to Equity Share Capital in accordance with the provisions of Section 43 of the Companies Act, 2013. While the Policy generally relate to Final Dividend, it also applies to Interim Dividend declared by the Board of Directors of the Company.

Objectives:

- a. To define the Policy and Procedures of the Company in relation to the calculation, declaration and settlement of Dividends.
- b. To create a transparent and methodological Dividend Policy, clearly identified and promptly communicated to appropriate stakeholders.

Applicability and Effective Date:

This Policy shall be applicable to the Company with effect 29th July, 2016.

Parameters / Factors to be considered:

Financial:

While recommending / declaring dividend, the Board will consider financial parameters, including but not limited to,

- (i) Operating results and overall financial position
 - (ii) Working capital
 - (iii) Capital expenditure requirement including for inorganic growth, if any
 - (iv) Debt servicing requirements
- of the Company, its Subsidiaries, its Associates and Joint Ventures (“Group”).

Internal and External:

While recommending / declaring Dividend, the Board will consider Internal and External Factors such as:

- (i) Possibility of earning consisting profit
- (i) Global Market Conditions
- (ii) Tax policy

Dividend Expectations:

The recommendation of Dividend will always be at the sole discretion of the Board. The Board will recommend and / or declare Dividend after reviewing this Policy keeping in mind the business environment and requirements of the Group.

The decision on whether to declare and pay Dividends will be a separate item of agenda at the AGM.

In case of sufficient reasonable profits, the Board may endeavor to declare Dividend in the Dividend Payout Ratio mentioned above. However, in case of inadequacy of profits in any year, the Board may decide to conserve profits of the Company and utilize them for further business purposes or meeting business exigencies.

Utilisation of Retained Earnings:

The Company will endeavor to utilize Retained Earnings for business requirements including, but not limited to, working capital, investments, expansions, acquisitions, etc.

General Procedure:

- a. The Company's Board of Directors will be responsible for generating all resolutions on the declaration and payment of Dividends.
- b. The Board of Directors will have the power to recommend final Dividend to the shareholders for their approval in the general meeting of the Company. The Board of Directors will have the absolute power to declare Interim Dividend during the financial year, as and when they consider it fit.
- c. The resolution of the Board of Directors for Final Dividend will be presented in the form of a recommendation to the Shareholders.
- d. The decision on whether to declare and pay Dividends will be a separate item of agenda at the AGM.
- e. The decision on the Dividend amount payable and the payment procedure will be made by the Board of Directors at a meeting where the resolution for distribution of the Company's net profit for the financial year is made by the directors and recommended to the Shareholders.
- f. Any declaration to pay Dividends may provide the following:
 - i. The type and class of shares on which the Dividends have been declared;
 - ii. The amount of Dividends per share of each type and class;
 - iii. The period for payment; and
 - iv. The form of payment.

Persons entitled to receive Dividends:

- a. The list of persons entitled to receive Dividends will be prepared by the Company's Registrar and Transfer Agent (RTA) in accordance with the record date determined by the Company for such purpose.
- b. Such list will include registered shares and the persons on behalf of whom the nominal holders own the shares as on the record date.
- c. For the preparation of the list of persons entitled to receive Dividends, nominal shareholders will provide information on the persons for whom they hold shares.

Paying Declared Dividends:

- a. In case of Final Dividend, the date on which annual Dividends are paid will be determined by the Directors and mentioned in the Notice convening the AGM. The date of payment of Interim Dividends will be determined by the Board of Directors.
- b. No interest shall accrue on unclaimed Dividends.
- c. Any matters relating to the payment of Dividends and not governed by the Law, the Company's Articles of Association and policies, will be decided by the Board of Directors in a manner, which takes into consideration and complies with the rights and legitimate interests of shareholders.

Board Approval:

The Board of Directors of the Company at its meeting held on 29th July, 2016 has approved the Dividend Distribution Policy.

Policy Amendments:

The Authorised KMP's (Mr. Chirayu Amin, Chairman & CEO, Mr. Pranav Amin, Managing Director, Mr. Shaunak Amin, Managing Director, Mr. R. K. Baheti, Director – Finance & CFO and Mr. Ajay Kumar Desai, Vice President – Finance & Company Secretary) may amend or modify this Policy in whole or in part, at any time.
