

**POLICY ON DIVIDEND
DISTRIBUTION**



Date of approval: **28th April, 2026**

Effective Date of Implementation: **28th April, 2026**

Version no. **DIV.01.2026-27**

**DIVIDEND DISTRIBUTION
POLICY
OF
SMC INSURANCE BROKERS
PRIVATE LIMITED**

[Adopted by the Board of Directors on 20th July, 2025]

1. Objective

The Policy reflects the intent of the Company to reward its equity shareholders by sharing a portion of its profits after adjusting for accumulated losses and unabsorbed depreciation, if any, and also retaining sufficient funds for growth of the Company. The Company shall pursue this Policy, to pay, subject to the circumstances and factors enlisted hereon, dividend, which shall be consistent with the performance of the Company over the years.

2. Declaration of dividend

The Company shall declare dividend (including interim dividend) in accordance with the applicable provisions of Companies Act, 2013.

Dividend would continue to be declared on per share basis on the Ordinary Equity Shares of the Company having face value Rs. 10/- per share. The Company currently has no other class of shares. Therefore, dividend declared will be distributed amongst all shareholders, based on their shareholding as on the record date to be determined by the Board.

3. Definitions

"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.

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

"Companies Act or Act" shall mean the Companies Act, 2013 and Rules thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended.

"Company" shall mean SMC Insurance Brokers Private Limited

"Dividend" includes any interim dividend.

"Policy" means this Dividend Distribution Policy.

"Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified by The Securities and Exchange Board of India, as amended, from time to time.

4. Circumstances under which shareholders of Company may or may not expect dividend

a. Circumstances under which shareholders may expect dividend

The Company would endeavor to maintain a dividend pay-out up to 100% of the distributable profit available with the Company subject to the financial performance of the Company as well as immediate and long term needs of the business and including other financial parameters as defined under clauses (a) to (i) of para 5 of the policy.

b. Circumstances under which shareholders may not expect dividend

The Board of the Company may not recommend any dividend if the profits are inadequate or the Company has incurred losses. In case where the Company is having adequate profits, the Board may still resolve to refrain from issuing any dividend for a financial year in following situations:

- a) The Company is proposing to undertake a significant expansion in the business operations;
- b) There is a need of conservation of capital for future growth;
- c) In case there is any regulatory restriction;
- d) In case where, the Company is expecting low future profitability by virtue of any market survey;



5. Financial and other parameters that shall be considered while declaring dividend

The financial parameters which would be considered while declaration of dividend by the Board is as follows:

- a) Financial performance;
- b) Dividend pay-out pattern/trend;
- c) Cash flow requirements;
- d) Tax implications, if any;
- e) Any corporate actions including expansion plans and investments;
- f) Future capital expenditure requirements;
- g) Expected future profitability;
- h) Market conditions and business needs;
- i) The Net worth shall not fall below 50% of the minimum capital as per IRDAI;
- j) When dividend is paid out of Profit, company can pay any amount of dividend if no such restriction is mentioned in Articles of Association;
- k) Rule 3 of Companies (Declaration and Payment of Dividend) Rules 2014 provides provisions in case dividend is paid out of reserves of the company;
- l) In our case, Dividend is paid out of current year profits, then Rule 3 shall not apply;
- m) Such other factors as may be material

Apart from the aforementioned internal factors, the Company may also consider external factors such as macro-economic environment, inflation rate in the economy etc. while declaring dividend.

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 shares for the stakeholders in the long run. The retained earnings may be utilized by the Company for buying of back of shares or for the purpose of issuance of bonus shares or for general corporate purposes.

The decision of utilization of retained earnings of the Company shall be based on the capital adequacy and future expansion or investment plans of the Company.

Amendments/Modifications

In case of any subsequent changes in the provisions of the Companies Act, 2013 or the Listing Regulations or any other applicable law which makes any of the provisions of this Policy inconsistent with the existing law, then the provisions of the amended law shall prevail over the Policy and the Policy shall be read accordingly. The provisions of the Policy shall also be conveniently modified by the Board of Directors to reflect the amendments.

Disclosure of Policy

The policy shall be available on the website of the Company and shall also be attached with the annual report of the Company.





IRDAI REGISTERED INSURANCE BROKER

Disclaimer

This document does not solicit investments in the Company's securities. Nor is it an assurance of guaranteed returns (in any form), for investments in the Company's equity shares.

**BY THE AUDIT COMMITTEE OF SMC INSURANCE BROKERS PRIVATE LIMITED
RECOMMENDED TO THE BOARD**

**ADOPTED AND APPROVED BY THE BOARD
For SMC INSURANCE BROKERS PRIVATE LIMITED**

A handwritten signature in blue ink, appearing to read "Pravin Kumar Agarwal".



**PRAVIN KUMAR AGARWAL
(CHAIRMAN & WHOLE TIME DIRECTOR)**

DATE: 28/04/2026