

VEER GLOBAL INFRACONSTRUCTION LIMITED

DIVIDEND DISTRIBUTION POLICY

CONTENTS

1. Introduction
2. Objectives
3. Circumstances under which the shareholders may or may not expect Dividend.
4. Key Considerations for Dividend Declaration
5. Types of Dividends
6. Review and Amendments

1. Introduction

In compliance with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable provisions of the Companies Act, 2013, this policy establishes a broad framework for the distribution of dividends to the shareholders while balancing the needs of the Company for its objectives, growth and statutory obligations.

2. Objectives

- To balance shareholder returns with capital retention for sustainable growth.
- To ensure transparency and consistency in dividend declarations.
- To comply with statutory and regulatory requirements.

3. Circumstances under which the shareholders may or may not expect Dividend.

The Board of Directors of the Company, when declaring or recommending dividends, shall ensure compliance with all statutory requirements under applicable laws, including the provisions of the Companies Act, 2013, and the SEBI Listing Regulations. In determining the dividend to be declared or recommended, the Board shall consider the following:

- The advice of the Company's executive management,
- Planned and future investments for growth, and
- Other parameters outlined in this Policy.

The Board of Directors of the Company may not declare or recommend dividends if it is of the view that it is in the Company's best interest to conserve capital for the then ongoing or future/planned business expansion or others which the Board may consider.

4. Key Considerations for Dividend Declaration

The Board of Directors shall evaluate the following financial/internal factors before recommending dividends:

- Financial Performance: Profits earned and available, accumulated reserves including retained earnings, and cash flow.
- Capital Requirements: Future capital expenditure requirements, covenants in loan agreements, debt maturity obligations, capital and debt restructuring and working capital needs.
- Past Dividend Trends: Rate of dividends, payout ratios, EPS, etc.
- Regulatory and Technological changes: Material changes in existing taxation, regulatory requirements or technological changes that require significant new investments.

5. Types of Dividends

- Interim Dividend: Declared by the Board between two Annual General Meetings (AGMs) based on unaudited financial results.
- Final Dividend: Proposed by the Board and approved by shareholders at the AGM.

6. Review and Amendments

This policy shall be reviewed and amended by the Board from time to time, and applicable amendments shall be made in compliance with any statutory requirement.