

CRANES SOFTWARE INTERNATIONAL LIMITED

DIVIDEND DISTRIBUTION POLICY

1 **Preamble**

Cranes Software International Limited (the “Company”) has framed the Dividend Distribution Policy in accordance with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016.

2 **Scope of the Policy**

This policy sets out the various parameters and circumstances considered by the Board of Directors of the Company for recommending final dividend/ declaring interim dividend.

3 **Parameters considered while recommending/ final dividend**

The Board of Directors of the Company shall consider the following parameters for declaration of Dividend:

a) Circumstances under which the shareholders may/may not expect dividend

The shareholders of the Company may expect dividend only if the Company is having surplus funds after providing for all the expenses, depreciation etc., and complying with all other statutory requirements of the Act. Company’s immediate expansion plan shall also be an important factor for considering and declaring dividend.

The shareholders may not expect dividend in the following circumstances, subject to the discretion of the Board of Directors:

- The Company has inadequacy of profits or incurs losses for the financial year;
- The Company undertakes, proposes to undertake a significant expansion project requiring higher allocation of capital;
- The Company undertakes /proposes to undertake any acquisitions or joint arrangements requiring significant allocation of capital.
- The Company has significantly higher working capital requirement affecting free cash flow.
- The Company proposes to utilize surplus cash for buy- back of securities;

b) Financial/ Internal Parameters

- Profits earned and available for distribution during the financial year
- Accumulated reserves, including retained earnings

- Mandatory transfer of profits earned to specific reserves, such as Debenture Redemption Reserve, etc.
- Past dividend trends i.e., rate of dividend, EPS and payout ratio, etc.
- Liquidity and return ratios
- Future Capital Expenditure requirement of the Company
- Capital restructuring, debt reduction, capitalisation of shares
- Crystallization of contingent liabilities of the Company
- Current and projected Cash Balance and Company's working capital requirements.
- Covenants in loan agreements, Debt servicing obligations and Debt maturity profile.
- Any other significant developments that require cash investments.

c) External Factors

- Any significant changes in macro-economic environment affecting India or the geographies in which the Company operates, or the business of the Company or its clients;
- Any political, tax and regulatory changes in the geographies in which the Company operates;
- Any significant change in the business or technological environment resulting in the Company making significant investments to effect the necessary changes to its business model;
- Any changes in the competitive environment requiring significant investment

4 Manner of utilisation 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:

- Long term strategic plans
- Market expansion plan
- Modernization plans
- Diversification of business
- Replacement of capital assets
- Other such criteria as the Board may deem fit from time to time

5 Parameters for various classes of shares

The Company, as of date, has only Equity shares with the same rights for all the shareholders. In the event the Company issues in the future any shares with preferential rights over equity shares, the same shall be adhered to in accordance with the terms of such issue.

6 Board at their discretion and in compliance with applicable rules/ regulations can also recommend/ declare dividend as an exception to above mentioned parameters.

7 **Disclosure**

This policy will be uploaded on the website of the Company.

8 **Review**

This policy will be reviewed periodically by the Board as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors in cases of material changes to the Policy.