

# Policy on Distribution of Dividend

(Pursuant to Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time)

of **Bazaar Style Retail Limited**  
*(Formerly Bazaar Style Retail Private Limited)*

### Control Summery

Version	Approving Authority	Date of Approval
1	Board of Directors	February 26, 2024

Sl. No.	Table of Contents	Pg. No.
1.	Introduction	4
2.	Definitions	4
3.	Objective and Philosophy	4
4.	Regulatory Framework	5
5.	Parameters for Declaration of Dividend	5
6.	Circumstances under which the shareholders of the Company may or may not expect dividend	6
7.	Utilization of Retained Earnings	6
8.	Parameters to be adopted with regard to various classes of shares	7
9.	Disclosures	7
10.	Policy review and amendments	7
11.	Interpretation	7

## 1. Introduction

1.1 The dividend distribution policy (“**the Policy**”) applies to the distribution of dividend by Bazaar Style Retail Limited (the “**Company**”) in accordance with the provisions of the Companies Act, 2013 (“**Act**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”).

## 2. Definitions

2.2 The terms referred to in the Policy will have the same meaning as defined under the Act and the rules made thereunder, and the Listing Regulations.

## 3. Objective and Philosophy

3.1 The Policy establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company.

3.2 The objective of this Policy is to reward its shareholders by returning a portion of its profits after retaining sufficient funds for growth of the Company thus maximizing shareholders’ value.

3.3 The Policy sets forth the broad principles for guiding the Board of Directors (“**Board**”) and the management in matters concerning declaration and distribution of dividend, with a view to ensure fairness, transparency, sustainability and consistency in the decision for distributing profits to shareholders.

3.4 The Policy shall broadly specify the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend and how the retained earnings shall be utilized, etc.

3.5 The Company believes that driving growth creates maximum shareholder value. Thus, the Company would first utilize its profits *inter alia* for working capital requirements, capital expenditure to meet expansion needs, reducing debt from its books of accounts, earmarking reserves for growth opportunities and thereafter distributing the surplus profits in the form of dividend to the shareholders.

#### 4. Regulatory Framework

4.1 The Securities and Exchange Board of India on July 8, 2016 inserted Regulation 43A in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires top thousand listed companies (based on market capitalization of every financial year) to formulate a Dividend Distribution Policy.

#### 5. Parameters for declaration of Dividend

5.1 The Company shall comply with the relevant statutory requirements that are applicable to the Company in declaring dividend or retained earnings. Generally, the Board shall determine the dividend for a particular period based on available financial resources, business requirements and taking into account optimal shareholder return, and other parameters described in this policy. The Board may also declare interim dividends as may be permitted by the Act. The Board of directors may in extraordinary circumstances, deviate from the parameters listed in this policy.

5.2 Dividend pay-out would also be subject to profitability under standalone financial statements and while determining the nature and quantum of the dividend pay-out, the Board would take into account the following factors, including:

##### **Financial parameters and Internal Factors:**

- Operating cash flow of the Company
- Profit after Tax during the year and Earnings Per Share (EPS)
- Working capital requirements
- Capital expenditure requirement
- Business expansion and growth
- Likelihood of crystalization of contingent liabilities, if any
- Additional investment in subsidiaries of the company
- Upgradation of technology and physical infrastructure
- Debt levels and cost of borrowings
- Other Corporate Action options (For ex. Bonus issue, Buy back of shares)

**External Factors:**

- Industry Outlook and Economic environment
- Capital markets
- Global conditions
- Statutory provisions and guidelines
- Dividend pay-out ratio of competitors
- Applicable taxes including dividend distribution tax

**6. Circumstances under which the shareholders of the Company may or may not expect dividend**

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

- Proposed expansion plans, renovations and up-gradations requiring higher capital allocation
- Decision to undertake any acquisitions, amalgamation, merger, joint ventures, new product launches etc. which requires significant capital outflow
- Requirement of higher working capital for the purpose of business of the Company
- Debt obligations
- Proposal for buy-back of securities
- In the event of loss or inadequacy of profit

**7. Utilization of Retained Earnings**

7.1 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 including:

- Market expansion plans
- Declaration of dividend,
- Diversification of business
- Long term strategic plans for growth
- Replacement of capital assets
- Such other criteria as the Board may deem fit from time to time.

## 8. Parameters to be adopted with regard to various classes of shares

8.1 Since the Company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. The Policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

## 9. Disclosures

9.1 The Dividend Distribution Policy shall be disclosed on the website of the Company i.e. at [www.stylebaazar.in](http://www.stylebaazar.in) and a web-link shall be provided in their annual reports.

## 10. Policy review and amendments

10.1 The Board may review, amend, abrogate, modify or revise any or all provisions of this Policy from time to time. However, amendments in the Act or in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be deemed to be incorporated in this Policy and shall be binding.

## 11. Interpretation

11.1 In case of any conflict between the provisions of this Policy and of the statutory provisions, the statutory provisions shall prevail over this Policy. Any subsequent amendment/ modification in the statutory provisions shall automatically apply to this Policy.