

DIVIDEND DISTRIBUTION POLICY

Formulated pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 — Regulation 43A

1. Objective

This Dividend Distribution Policy ("Policy") of Shinox Group Limited has been formulated to set out the parameters and circumstances that shall be taken into account by the Board of Directors ("Board") while determining whether to declare or recommend dividend to shareholders or retain profits for business purposes. This Policy ensures transparency and predictability for investors.

2. Circumstances Affecting Dividend Declaration

The Board shall consider the following factors while determining dividend:

2.1 Financial Parameters

- Current year profits and sustainability of earnings
- Past dividend trends and investor expectations
- Operating cash flow position and capital requirements
- Debt service obligations and leverage ratio
- Contingency reserves and risk mitigation needs

2.2 Internal Factors

- Capital expenditure requirements across business verticals
- Working capital needs for healthcare, logistics, IT, and other segments
- Acquisitions, joint ventures, and strategic investments planned
- R&D and technology investments

2.3 External Factors

- Macroeconomic conditions and industry outlook
- Regulatory and tax environment
- Availability and cost of alternative financing

3. Financial Parameters for Dividend

The Company shall endeavour to maintain a consistent and progressive dividend policy while retaining sufficient resources to fund growth. The Company may consider paying interim dividend(s) in addition to, or in lieu of, a final dividend, depending on financial performance. Dividend shall be paid out of profits only, in compliance with Sections 123-127 of the Companies Act, 2013.

4. Circumstances Under Which Shareholders May Not Expect Dividend

The Board may decide not to declare dividend in circumstances including:

- Inadequate profits or accumulated losses
- Ongoing significant capital investment programmes
- Adverse macroeconomic or industry conditions
- Regulatory or contractual restrictions on dividend payments
- Board's determination that retained earnings serve shareholder interests better

5. Utilisation of Retained Earnings

Retained earnings may be utilised for:

- Expansion into new geographies and business verticals
- Acquisition and integration of businesses
- Technology upgradation and digital transformation
- Creation of strategic reserves
- Repayment of debt

6. Parameters for Various Classes of Shares

Currently, the Company has only one class of equity shares. In the event the Company issues preference shares or other instruments, the dividend entitlements of each class shall be governed by the terms of issue and applicable law.

7. Review and Amendment

This Policy shall be reviewed by the Board at least once every three years. Any amendments shall be approved by the Board and uploaded to the Company's website. The Policy is subject to applicable SEBI regulations as amended from time to time.