DIVIDEND DISTRIBUTION POLICY

[Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

OBJECTIVE

The Dividend Distribution Policy (the "Policy") aims to balance between paying dividends to equity shareholders and retaining earnings to fund future growth, thus enhancing shareholder wealth in the long term.

The objective of this Policy is to establish the parameters to be considered by the Board of the Company before declaring or recommending dividend

The Policy will ensure that the company adheres to legal relations concerning dividend distribution, ensuring profitability and solvency requirements are met before payouts.

It serves as a guide for managing profit distribution, aiming to satisfy both corporate growth needs and shareholder expectations.

REGULATORY FRAMERWORK

The Securities Exchange Board of India on May 05, 2021 under Regulation 43A in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandated the formulation of a Dividend Distribution Policy for the top 1000 listed entities based on their market capitalization calculated on March 31 of every financial year and to disclose the Policy on their corporate website and provide a web-link of the same in their annual reports.

The Board of Directors (the "Board") of Sri Adhikari Brothers Television Network Limited (hereafter referred to as "the Company") has adopted this Policy at its meeting held on March 31, 2025.

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.

"the Company" shall mean Sri Adhikari Brothers Television Network 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.

CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

The Dividend for any financial year shall normally be paid out of the Company profits for that year, as calculated in line with the Applicable Laws. If circumstances require, the Board may also declare Dividend out of accumulated profits of any previous financial year(s), subject to compliance of Applicable Laws.

The shareholders of the Company may not expect Dividend under the following circumstances:

- In the event of inadequacy of profits or whenever the Company has incurred losses,
- For any other reason as the Board may deem fit from time to time.

FINANCIAL PARAMETERS THAT SHALL BE CONSIDERED WHILE DECLARING DIVIDEND

The Board of the Company shall consider the following financial parameters while declaring or recommending Dividend to shareholders:

- Profits earned during the financial year
- Retained Earnings
- Earnings outlook for next three to five years
- Expected future capital / liquidity requirements
- Any other relevant factors and material events.

INTERNAL AND EXTERNAL FACTORS THAT SHALL BE CONSIDERED FOR DECLARATION OF DIVIDEND

The Board of the Company shall consider the following internal and external parameters while declaring or recommending Dividend to shareholders:

- Distributable surplus available as per the Act and Regulations
    - The Company's liquidity position and future cash flow needs
    - Track record of Dividends distributed by the Company
    - Payout ratios of comparable companies

- Introduction of new regulatory requirements or material changes in existing taxation or regulatory requirements, which significantly affect the businesses in which the Company is engaged
- Capital expenditure requirements considering the expansion and acquisition opportunities
- Cost and availability of alternative sources of financing - Statutory provisions and guidelines
- Significant changes in Macroeconomic environment materially affecting the businesses in which the Company is engaged
- Any other relevant factors that the Board may deem fit to consider before declaring Dividend

POLICY AS TO HOW THE RETAINED EARNINGS SHALL BE UTILIZED

The Company will use its retained earnings in a way that best benefits the long-term interests of both the Company and its shareholders. These earnings can be used for strategic investments focused on future growth, expansion, and value creation, all with the aim of increasing shareholder returns. Moreover, retained earnings can be designated for any other specific purpose, provided it is approved by the Board.

PARAMETERS THAT SHALL BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES

The Company has two class of shares viz. equity and preference shares. Parameters for Dividend payments in respect of each class of shares will be as per the respective terms of issue and in accordance with the applicable regulations and will be determined, if and when the Company decides to issue other classes of shares.

CONFLICT IN POLICY

In the event of any conflict between this Policy and the provisions contained in the Listing Regulations, the Regulations shall prevail.

POLICY REVIEW AND AMENDMENTS

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.