



Dividend Distribution Policy **of “Worth Peripherals Limited”**

Under Regulation 43A of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

1. Introduction

This Dividend Distribution Policy (“Policy”) has been framed in accordance with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The objective of this Policy is to establish the principles to be followed by the **Worth Peripherals Limited** (“the Company”) in determining the amount of dividend to be declared or recommended to shareholders, and to provide clarity to stakeholders on the parameters considered while declaring dividends.

2. Philosophy

The Company strives to enhance shareholder value and return on long-term investments. The Company believes that profits earned should be appropriately distributed to shareholders while also considering future growth plans and contingencies.

3. Regulatory Framework

This Policy is framed in line with:

- Section 123 of the Companies Act, 2013,
- Applicable provisions of the SEBI (LODR) Regulations, 2015,
- Relevant Accounting Standards and statutory provisions.

4. Parameters for Declaration of Dividend

While recommending or declaring dividend, the Board of Directors shall consider the following parameters:

a. Financial Parameters and Internal Factors

- Profitability of the Company during the year
- Accumulated reserves and retained earnings
- Liquidity position and cash flow situation
- Debt-equity ratio and borrowings
- Capital expenditure requirements
- Any loan covenants or contractual obligations
- Business cycle and economic environment

b. External Factors

- Industry outlook and economic conditions
- Tax implications, if any, on dividend payout



- Legal and regulatory requirements
- Government policies and macroeconomic factors

5. Circumstances under which shareholders may or may not expect dividend

The shareholders may not expect dividend in the following situations:

- Inadequacy of profits or losses during the year
- Requirement of funds for expansion or capital expenditure
- Significant debt obligations or financial restructuring
- Regulatory restrictions or legal prohibitions

6. Utilization of Retained Earnings

The retained earnings of the Company shall be utilized for:

- Funding future growth and expansion plans
- Strengthening the balance sheet
- Meeting working capital requirements
- Other strategic purposes deemed fit by the Board

7. Manner of Dividend Payment

The dividend shall be paid in the manner and within the timelines prescribed under the Companies Act, 2013, SEBI Regulations and other applicable laws.

8. Review and Amendment

This Policy shall be reviewed periodically and may be amended by the Board as deemed necessary, subject to compliance with applicable laws.

9. Disclosure

This Policy shall be disclosed on the Company's website and in the Annual Report as per the regulatory requirements.
