DIVIDEND DISTRIBUTION POLICY

BISMARCK WORLD PRIVATE LIMITED

(Formerly known as Bismarck Industries Private Limited)

1. Preamble

The Board of Directors of BISMARCK WORLD PRIVATE LIMITED has voluntarily adopted this Dividend Distribution Policy to provide a transparent framework for recommending or declaring dividends. Although the Company is presently an unlisted private company and is not required to formulate such a policy under applicable law, the Board considers it appropriate to adopt a structured approach consistent with sound corporate governance practices.

2. Objective

The objective of this Policy is to balance shareholder expectations with the Company's long-term growth strategy by ensuring that dividend decisions are made after considering profitability, liquidity, capital requirements and future business opportunities.

3. Applicability

This Policy shall apply to any recommendation of final dividend by the Board and declaration of dividend by the shareholders, as well as any interim dividend declared by the Board, in accordance with the Companies Act, 2013 and the Articles of Association of the Company.

4. Guiding Principles

The Company believes that sustainable value creation is achieved by maintaining an appropriate balance between distribution of profits and reinvestment for future growth. Accordingly, the Company does not follow a fixed dividend payout ratio. Dividend shall be considered only after ensuring that the Company's financial position, business plans and statutory obligations are adequately supported.

5. Factors for Consideration

In recommending or declaring dividend, the Board shall consider, among other things, the Company's profitability, accumulated reserves, operating cash flows, working capital requirements, capital expenditure plans, debt servicing obligations, business expansion opportunities, expected future earnings, regulatory restrictions, contractual covenants, contingent liabilities, macroeconomic conditions and any other factor that the Board considers relevant.

6. Circumstances Where Dividend May Not Be Recommended

The Board may decide not to recommend or declare dividend where it considers that retention of earnings is necessary for expansion, acquisitions, repayment of borrowings, strengthening of the balance sheet, meeting unforeseen contingencies, preserving liquidity or any other strategic business purpose. The absence of dividend in any financial year shall not be construed as a departure from this Policy.

7. Utilisation of Retained Earnings

Profits retained by the Company may be utilised for business expansion, technology upgradation, fleet and infrastructure development, working capital, debt reduction, strategic investments, acquisitions, digital transformation, strengthening internal capabilities or such other purposes as may be approved by the Board.

8. Procedure

The recommendation of dividend shall be made by the Board after reviewing the audited financial statements or such financial information as may be appropriate. Final dividend shall be subject to shareholders' approval where required by law. Payment of dividend shall be made only in accordance with the provisions of the Companies Act, 2013 and other applicable laws.

9. Review and Amendment

The Board of Directors may review, modify or amend this Policy from time to time having regard to changes in law, the financial position of the Company, business strategy or governance practices.