DIVIDEND DISTRIBUTION POLICY

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1. Background

1.1. The Board of Directors of IKOMA Technologies Limited (the "Company") has adopted a progressive Dividend Distribution Policy (the "Policy") which endeavors for fairness, consistency, sustainability, future growth, and the long-term interests of the Company and its stakeholders while distributing profits to the shareholders.

1.2. In setting this Policy, the aim of the Board of Directors is to continue to strike a balance between the interests of the business, financial creditors, and shareholders. The annual dividend will reflect the Board of Directors' view of the earnings prospects over the entirety of the investment cycle. The Board will maintain the flexibility to determine the level of dividend based on the considerations laid out in this Policy and other relevant developments.

1.3. This Policy has been framed in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Companies Act, 2013, and any subsequent amendments thereto.

2. Criteria and Approval

2.1. Statutory and Regulatory Requirements

The Company shall declare dividend only after ensuring compliance with the provisions of the Companies Act, 2013, SEBI Listing Regulations, and all other applicable statutory amendments thereto.

2.2. Internal and Financial Parameters

The Board of Directors shall consider the following internal parameters while declaring or recommending a dividend:

- Results of operations and overall earnings.
- Capital requirements and available surplus.
- Current and future cash flow requirements.
- Provisioning for unforeseen events and contingencies.
- General financial conditions and contractual restrictions.
- Market conditions and competitive intensity.
- Applicable Indian legal restrictions.
- Adherence to the requirements of the Companies Act, 2013, and SEBI Listing Regulations.
- Any other factors considered relevant by the Board of Directors.

2.3. External Factors

The Board shall also take into account external environments, including but not limited to:

- Macro-economic environment and capital market conditions.
- Dividend policies of industry competitors.
- Shareholder expectations.
- Evolving regulatory changes.

2.4. Dividend Payout Framework

- Dividend will generally be paid once a year out of the net profit earned during the financial year.
- In special circumstances (such as maintaining a stable dividend rate), the Board of Directors may, at its discretion, declare interim dividends or declare dividends out of retained earnings.
- Dividend will continue to be accrued and payable with respect to shares held in abeyance.

2.5. Approval Process

The decision regarding dividends shall be taken solely by the Board of Directors at its Meeting, and not via a Committee or a Resolution passed by circulation. Final dividend shall be paid only after obtaining the approval of shareholders at the Annual General Meeting (AGM). Shareholder approval is not required for the payment of an interim dividend.

3. Circumstances under which Shareholders may or may not expect Dividend

3.1. The Board of Directors, while determining the dividend to be declared or recommended, shall take into consideration the advice of the Executive Management Committee of the Company and planned investments for growth.

3.2. The Board of Directors may choose not to declare or recommend a dividend for a particular period if it deems it prudent to conserve capital for ongoing or planned business expansions, strategic acquisitions, or other factors vital to the long-term health of the Company.

4. Utilization of Retained Earnings

4.1. The Company shall endeavor to utilize its retained earnings in a manner beneficial to the interests of both the Company and its shareholders.

4.2. Retained earnings may be utilized for making investments in future growth, technology upgrades, expansion plans, generating higher returns for shareholders, or for any other specific purpose approved by the Board of Directors.

4.3. Retained earnings will generally be used to strengthen the financial position of the Company, but may also be deployed for the declaration of dividends under special circumstances, including the maintenance of a consistent dividend rate.

5. Dividend for Different Classes of Shares

5.1. Presently, the issued and paid-up share capital of the Company comprises only one class of shares, namely Equity Shares, to which this Policy applies. This Policy is subject to review and amendment if and when the Company issues different classes of shares in the future.

6. Review / Amendments to Policy

6.1. This Policy will be reviewed on an annual basis by the Board of Directors. In the event of regulatory changes requiring modifications, the Policy shall be updated with due approval from the Board. However, any amended regulatory requirements will automatically supersede the existing clauses of this Policy until it is formally amended.

7. Disclosure

7.1. This Policy shall be disclosed on the Company's official website, and a valid web link to the policy shall be provided in the Company's Annual Report.