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***DIVIDEND DISTRIBUTION POLICY***

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***SKYWAYS AIR SERVICES LIMITED***

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## 1. Introduction

Pursuant to the provisions of Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**"), the Board of Directors ("**Board**") of Skyways Air Services Limited ("**Company**") has adopted the Dividend Distribution Policy ("**Policy**")

## 2. Purpose

The declaration and distribution of dividend shall be in accordance with the provisions of the Companies Act, 2013 ("**Act**"), read with applicable rules framed thereunder, as may be in force for the time being and the Companies (Declaration and Payment of Dividend) Rules, 2014, SEBI LODR Regulations such other applicable provisions of law and the Articles of Association of the Company as amended.

The objective of the Policy is to lay down the parameters to be considered by the Board of the Company before declaring or recommending dividend to its shareholders for a financial year. Dividend for the purpose of this Policy shall include interim dividend.

## 3. Parameters to be considered while recommending/declaring dividend

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

- (i) profits earned during the financial year;
- (ii) retained earnings;
- (iii) earnings outlook;
- (iv) present and future capital expenditure plans / working capital requirements of the Company;
- (v) past dividend trends;
- (vi) restrictive covenants under our current or future loan or financing documents or arrangements, our Company is currently availing or may enter into finance our fund requirements for our business activities from time to time;
- (vii) any other relevant factors and material events as may be deemed fit by our Board.

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

- (i) dividend pay-out ratios of companies in the same industry;
- (ii) macro-economic environment – significant changes in macro-economic environment materially affecting the businesses in which our Company is engaged in the geographies in which our Company operates;
- (iii) capital markets – dividend pay-out may depend upon the capital market environment and cost of capital to raise fresh funds through alternate resources.
- (iv) any tax and regulatory changes in the jurisdiction in which our Company operates which significantly affects the business, taxation and other regulatory changes.



**4. Circumstances under which shareholders of the Company may or may not expect dividend**

The shareholders of the Company may expect dividend only if the Company has surplus funds after providing for all the expenses, investments etc., and after complying with the statutory requirements under the Applicable Laws.

The shareholders of the Company may not expect dividend, for a particular period, subject to the discretion of the Board, that is, if the Board is of the view that it would be prudent to conserve capital due to circumstances or factors such as adverse market conditions, business uncertainty, inadequacy of profits earned during the fiscal year, inadequacy of cash balance, large forthcoming capital requirements which are best funded through internal accruals, regulatory / market exigencies, changing regulations, etc.

**5. Provisions in regard to various classes of shares**

The provisions contained in this Policy shall apply to all classes of Shares of the Company. It may be noted that currently the Company has only one class of shares, namely, Equity Shares.

**6. Limitation and Amendment**

In case of any conflict between this Policy and applicable law, the applicable law (as existing on the date of the concerned transaction) shall prevail.

Any amendment to this Policy shall be made after approval of the Board of the Company.

**7. Disclosure and Review of the Policy**

This Policy shall be reviewed by the Board of the Company from time to time and updated accordingly. This Policy shall be uploaded on the website of the Company.

 