



OM GALAXY LIMITED

DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(Adopted by Board of Directors in its meeting held on 17th February, 2026)

Name of the Company Om Galaxy Limited

CIN: U33127MH2008PLC187382

Registered Office: 4/5/6 Blue Chip No 5, Industrial Estate, Sativali Road, Village Valiv, Vasai, Thane, Maharashtra, India, 401208





DIVIDEND DISTRIBUTION POLICY

1. BACKGROUND

The Board of Directors (the “Board”) of Om Galaxy Limited (the “Company”) has adopted this Dividend Distribution Policy (the “Policy”) and procedures with respect to dividend declared/ recommended by the company in accordance with the provisions of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”) as amended from time to time.

2. PURPOSE

The Policy establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company to strike a balance between pay-out and retained earnings, in order to address future needs of the Company.

DEFINITIONS

“Act” means the Companies Act, 2013 and Rules made thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended.

“Board” means Board of Directors of the Company.

“Company” means Om Galaxy Limited.

“Director” means a director appointed to the Board of the Company.

“Dividend” means the dividend defined under Section 2(35) of the Act.

“Free Reserves” means the free reserves as defined under Section 2(43) of the Act.

“SEBI LODR Regulations” means 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.

“Policy” means Policy on the dividend distribution.

“Rules” means the rules made under the Act, as amended.

“SEBI” means the Securities and Exchange Board of India.

Words and Expressions used and not defined in this Policy but defined in the Act, Regulations, Securities Contracts (Regulation) Act, 1956 or the Securities and Exchange Board of India Act, 1992 or the Depositories Act, 1996 shall have the same meaning respectively assigned to them in those Acts/Regulations.

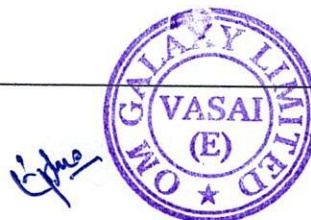
3. EFFECTIVE DATE:

The Board of Directors of the Company at its meeting held on 17th February, 2026 has adopted the Policy of the Company and shall be effective from the date of listing of securities of Company on Stock Exchange.

4. CATEGORY OF DIVIDENDS

The Companies Act, 2013 provides for two forms of Dividend - Final and Interim. The Board of Directors shall have the power to recommend final dividend to the shareholders for their approval in the general meeting of the Company. The Board of Directors shall have the absolute power to declare interim dividend during the financial year, as and when they consider it fit.

- a. Final Dividend: Final dividend is paid once for the financial year after the annual accounts are prepared. The Board of Directors of the Company has the power to recommend the payment of final Dividend to the shareholders in a General Meeting. The declaration of final dividend shall be included in the ordinary business items that are require to be transacted at the Annual General Meeting.



- b. Interim Dividend: Interim dividend may be declared by the Board one or more times in a financial year as may be deemed fit by the Board. The Board of Directors of a company may declare interim dividend during any financial year or at any time during the period from closure of financial year till holding of the annual general meeting out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend:

Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

5. CIRCUMSTANCES UNDER WHICH SHAREHOLDERS OF THE COMPANY MAY OR MAY NOT EXPECT DIVIDEND

The shareholders of the Company may not expect dividend in the following circumstances, subject to the discretion of the Board:

- a. In case of inadequacy of profits or whenever the Company has incurred losses;
- b. Whenever the Company undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital;
- c. Whenever the Company undertakes any acquisitions or joint arrangements requiring significant allocation of capital;
- d. Significantly higher working capital requirement affecting free cash flow;
- e. whenever the Company proposes to utilize surplus cash for buy- back of securities or setting off of previous year losses or losses of its subsidiary/ies; and
- f. In case being prohibited to recommend/declare dividend by any regulatory body.
- g. Given the aforementioned uncertainties, prospective or present investors are cautioned not to place undue reliance on any of the forward- looking statements in the Policy, if any.

6. FINANCIAL PARAMETERS AND INTERNAL AND EXTERNAL FACTORS THAT WOULD BE CONSIDERED FOR DECLARATION OF DIVIDEND:

The factors / parameters falling within the following categories shall be considered while taking decision on dividend distribution. This is an illustrative list of factors and is not exhaustive.

1. INTERNAL FACTORS

- a. Distributable surplus available as per the Act and the Regulations
- b. Free cashflow for the period under consideration
- c. Growth and expansion plans including (but not limited to) any inorganic opportunities
- d. Debt repayment obligations
- e. Accumulated reserves, including retained earning
- f. Cost and availability of alternative sources of funding
- g. Past dividend trends
- h. Capital expenditure requirements considering the expansion and acquisition opportunities.
- i. Earning Stability
- j. Any other relevant factor not explicitly covered above but which is likely to have a significant impact on the Company.

2. EXTERNAL FACTORS

- a. Prevailing legal requirements, regulatory conditions or restrictions laid down under the Applicable Laws including tax laws
- b. Contractual restrictions/restrictions (if any) in debt covenants
- c. Macro-economic environment
- d. Market conditions
- e. Taxation and other regulatory changes
- f. Industry outlook for business in which company operates



- g. Cost of raising funds from alternate sources
- h. Any other factor which has a significant influence / impact on the Company's operations.

7. UTILISATION OF RETAINED EARNINGS

The Company shall endeavor to utilize the retained earnings in a manner which shall be beneficial to the interest of the Company and also its shareholders, subject to the applicable regulations, the Company's retained earnings shall be applied for:

- a. Long term and strategic plans of the Company
- b. payment of dividend in future years
- c. Opportunities available to the Company – Organic and in-organic
- d. General corporate purposes including contingencies
- e. Issue of bonus shares or buy back
- f. Any other factor(s) which the board of the Company may consider appropriate.

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

Presently the Company has only one class of shares, i.e. equity shares. As and when it proposes to issue any other class of shares, this policy shall be accordingly modified, if needed, to cover such other class of shares.

9. MANNER AND TIMELINES FOR DIVIDEND PAYOUT

- a. Dividend for every financial year shall be decided by the Board considering various statutory requirements, financial performance of the Company and other internal and external factors enumerated earlier in the Policy.
- b. Interim dividend(s), if any, may be declared by the Board in addition to final dividend.
- c. The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.
- d. Subject to applicable laws, the payment of interim dividend shall be made within 30 day from the date of approval by the Board to the shareholders entitled to receive dividend on the record date.
- e. Recommendation for final dividend, if any, shall be done by the Board usually in the Board meeting that considers and approves the annual financial statements, subject to approval of shareholders of the company.
- f. Subject to applicable laws, the payment of final dividend shall be made within 30 days from the date of approval by the members to the shareholders entitled to receive dividend on the record date.
- g. The payment of Interim Dividend shall be subject to Shareholders' ratification.

10. CONFLICT IN POLICY

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

11. DISCLOSURE OF THIS POLICY

The Policy shall be disclosed in the Annual Report of the Company as well as on Company's website, as required under Act and the SEBI LODR Regulations or as may be required under any other law for the time being in force.

12. AMENDMENTS

The Policy shall be reviewed periodically by the Board. Any amendments or changes made to it subsequent to the changes in the provisions of any Act or Regulations shall be disclosed in the annual report and on the website of the Company.

13. DISCLAIMER

The Policy does not constitute a commitment regarding the future dividends of the Company, but only represents a general guidance regarding this policy. The statement of the Policy does not in any way restrict the right of the





Board to use its discretion in the recommendation of the dividend to be distributed in the year and the Board reserves the right to depart from the Policy as and when circumstances so warrant.



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