

Eastman Auto & Power Limited

Dividend Distribution Policy

(Approved by the Board at its meeting held on September 22, 2025)

1. PREFACE

In compliance with the provisions of the Companies Act, 2013 and rules made thereunder (the 'Act') and Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**'), as amended from time to time, this Policy provides guidance for declaration of dividend and its pay-out by the Company. The Board of Directors (the '**Board**') will consider the Policy while declaring / recommending dividend on behalf of the Company.

2. OBJECTIVE

The objective of this policy is to maintain guidelines for the Board to follow when declaring or recommending the amount of dividend (interim or final) per share.

The Company's Dividend Distribution Policy aims to reward its shareholders by sharing a portion of its profits / earnings, while also ensuring that enough funds are retained to meet the Company's future needs.

The Board may consider declaration of dividend depending upon the cash flow situation of the Company. The final dividend, as may be recommended by the Board, shall be approved at the Annual General Meeting of the Company.

Further, the Board may consider dividend payout ratio keeping in perspective the Company's long-term growth strategy, prevailing circumstances.

3. DEFINITIONS

- i. **Act:** means the Companies Act, 2013 including the Rules made thereunder, as amended from time to time.
- ii. **Company:** means Eastman Auto and Power Limited.
- iii. **Listing regulations:** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- iv. **Dividend:** as defined under Section 2(35) of the Act and includes any Interim Dividend.

4. EFFECTIVE DATE

The Board of Directors of the Company at its meeting held on September 22, 2025 has adopted the Dividend Distribution Policy (the "Policy") of the Company.

5. PARAMETERS FOR DIVIDEND DISTRIBUTION

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

I. Financial/Internal Parameters:

- i. Profitable growth of the Company and specifically, profits earned during the financial year

- ii. Earning stability and outlook
- iii. Past dividend pattern, if any
- iv. Cash flow position of the Company
- v. Capital expenditure to be incurred by the Company
- vi. Post Dividend EPS
- vii. Accumulated reserves
- viii. Statutory requirements like transfer to statutory reserve fund etc.
- ix. Liquidity position of the company including its working capital requirements and debt servicing obligations
- x. Future cash requirements for organic growth/expansion and/or for inorganic growth,
- xi. Current and future leverage and, under exceptional circumstances, the amount of contingent liabilities
- xii. Deployment of funds in short term marketable investments,
- xiii. Long term investments,
- xiv. Strategic acquisitions and decisions
- xv. Research and development
- xvi. Investment in Group Companies viz. subsidiaries, joint ventures, associates
- xvii. The ratio of debt to equity (at net debt and gross debt level)
- xviii. Any other factor as deemed fit by the Board or as may be required to be considered under applicable laws, including:

II. EXTERNAL PARAMETERS

- i. Economic environment
- ii. Changes in the Government policies, industry specific rulings & regulatory provisions
- iii. Industry outlook for the future years
- iv. Inflation rate
- v. Changes in Technological eco-system which necessitate significant new investments
- vi. Any changes in the competitive environment requiring significant investment

In case the Company proposes to declare dividend on the basis of parameters in addition to aforementioned parameters or proposes to change such additional parameters or the dividend distribution policy contained in any of the parameters, it shall disclose such changes along with the rationale for the same in its annual report and on its website.

6. CLASSES OF SHARES

The above parameters shall apply to all the classes of shares as prescribed under the Act subject to the terms of issue of such class of shares.

7. POLICY ON UTILIZATION OF RETAINED EARNINGS

The Company may utilize the retained earnings for:

- i. Issue of fully paid bonus shares,
- ii. Buy back of shares, restructuring events including mergers and acquisitions,
- iii. General corporate purposes, including contingencies,
- iv. Other general factors specified in this policy and for such other purposes as may be statutorily permissible and determined by the Board

8. DECLARATION AND PAYMENT OF DIVIDEND

- i. Dividend, other than interim dividend, for a financial year shall be paid after the annual financial statements of the Company are finalized and the distributable profits are available.
- ii. The declaration and payment of dividend shall be in accordance with the provisions of Sections 123 to 128 of the Act.

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

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

- in case of inadequacy of profits or whenever the Company has incurred losses
- whenever the Company undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital
- whenever the Company undertakes any acquisitions or joint arrangements requiring significant allocation of capital
- significantly higher working capital requirement affecting free cash flow
- whenever the Company proposes to utilize surplus cash for buy-back of securities or setting off previous year losses or losses of its subsidiary/ies
- in case being prohibited to recommend/declare dividend by any regulatory body

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.

10. MODIFICATIONS/ DEVIATIONS TO THE POLICY

The Board of Directors is authorized to approve any modifications/ deviations to the Policy and will be the competent authority for any interpretation regarding the Policy.

11. REVIEW

This Policy is subject to revision / amendment on a periodic basis.

12. DISCLOSURE

This Policy (as amended from time to time) will be available on the Company's website and in the annual report. The Company shall make appropriate disclosures as required under the Listing Regulations.

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.

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.

14. GENERAL

- (a) The Company may declare dividend out of the profits of the Company for the year or out of the profits for any previous year or years or out of the free reserves available for distribution of dividend, after having due regard to the parameters laid down in this Policy and as per the provisions of the Companies Act. Further, any amount representing unrealised gains, notional gains or revaluation of assets and any change in carrying amount of an asset or of a liability on measurement of the asset or the liability at fair values shall be excluded while computing the profits for the purpose of declaration of dividend.
- (b) Subject to compliance with applicable law, the Company's retained earnings, if any will be used for the Company's growth plans, issuance of bonus shares capital adequacy/liquidity requirements, debt repayments, and other contingencies and/or for any of the purposes specified in paragraph 2 above.
- (c) If the Board decides to deviate from this Policy, the rationale for the same will be suitably disclosed.

Any questions or clarifications relating to this Policy should be addressed to the Company Secretary.
