

## **DIVIDEND DISTRIBUTION POLICY**

**[Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

### **Scope and Objective:**

This Policy establishes a broad framework for the distribution of dividends by the Company, while carefully balancing the need to retain sufficient resources to support its growth and long-term sustainability. It reflects the Company's commitment to fairness, consistency, and prudent financial management in determining dividend payouts to shareholders.

The Policy outlines the key circumstances and factors that the Board will consider when deciding whether to distribute or retain profits. Its purpose is to enhance transparency and provide shareholders with a clear understanding of the decision-making process.

However, this Policy does not replace the Board's discretion in recommending dividends. Such decisions are made annually, taking into account the relevant factors set out in this Policy, along with any other considerations the Board may deem appropriate.

### **Statutory Requirements:**

The declaration and distribution of dividends shall, at all times, be carried out in compliance with the provisions of the Companies Act, 2013, along with the applicable rules framed thereunder, as in force from time to time (the "Act"). This includes, in particular, Sections 2(35), 24, 51, 134(3)(k), 123, 124, 125, 126, and 127 of the Act, as well as the Companies (Declaration and Payment of Dividend) Rules, 2014.

Such declaration and distribution shall also be in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and any other applicable laws, regulations, and guidelines, in addition to the Articles of Association of the Company, as amended from time to time.

### **Declaration and Payment of Dividend :**

1. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of section 123 of the Act and the Rules prescribed there under for the time being in force and also subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the Members in proportion to the amount of capital paid up on the shares held by them respectively.

2. The Board may declare interim dividend during any financial year from out of the surplus in the profit and loss account and from out of the profits of the financial year in which such interim dividend is sought to be declared. Provided that in case of 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.
3. The Company in General Meeting may declare dividend, but no dividend shall exceed the amount recommended by the Board.
4. The Board may, before the declaration of any dividend in any financial year, transfer such percentage of the profits of the Company for that financial year as it may consider appropriate to the reserves of the Company which shall, at the discretion of the board be applicable for any purpose to which the profits of the Company may be properly applied including provision for meeting contingencies or for equalizing dividend and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than in the Share of the Company), as the Board may from time to time, think fit.

**Disclosures :**

The Policy shall be disclosed on the website of the Company i.e. at [www.bmlindia.com](http://www.bmlindia.com).

**Policy review :**

The Policy shall be reviewed periodically by the Board to ensure its continued relevance and alignment with applicable laws, regulations, and the Company's business objectives.