



PRECISION CAMSHAFTS LIMITED

DIVIDEND DISTRIBUTION POLICY

Preamble:

This Policy will regulate the process of dividend declaration and its pay-out by the Precision Camshafts Limited ("the Company") in accordance with the provisions of Companies Act, 2013 read with the applicable Rules framed thereunder, as may be in force for the time being.

Dividend is the payment made by the Company to its shareholders, usually in the form of distribution of its profits. The profits earned by the Company can either be retained in business or used for acquisitions, expansion or diversification, or it can be distributed to the shareholders. The Company may choose to retain a part of its profits and distribute the balance among its shareholders as dividend. This Policy aims to reconcile between all these needs. The objective of this policy is to ensure a regular dividend income for the shareholders and long term capital appreciation for all stakeholders of the Company. The Company would ensure to strike the right balance between the quantum of dividend paid and amount of profits retained in the business for various purposes. The Board of Directors will refer to the policy while declaring/ recommending dividends on behalf of the Company. Through this policy, the Company would make an effort to maintain a consistent approach to dividend pay-out plans.

The Company believes that it operates in the high potential and fast growing segment. This offers huge investment opportunities. Therefore, the retention of surplus funds for future growth will over-ride considerations of returning cash to the shareholders. However, considering the consistent and impressive generation of profits year on year, there is a need to provide greater clarity on the dividend pay-out philosophy of the Company.

Definations and Meanings:

Meaning of Dividend:

Dividend is the return on the investment of shareholders in Companies. As per Section 2(35) of Companies Act 2013, Dividend includes any interim dividend declared by the Company.

Meaning of Profits:

A financial gain, especially the difference between the amount earned and the amount spent in buying, operating, or producing something.

Profit is a financial benefit that is realized when the amount of revenue gained from a business activity exceeds the expenses, costs and taxes needed to sustain the business.



Category of Dividends:

The Companies Act, 2013 provides for two forms of Dividend- Final & 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.

1. Final Dividend - The 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 required to be transacted at the Annual General Meeting.

Process for approval of Payment of Final Dividend:

- a) Board to recommend quantum of final dividend payable to shareholders in its meeting in line with this Policy;
- b) Based on the profits arrived at as per the audited financial statements;
- c) Shareholders to approve in Annual General Meeting;
- d) Once in a financial year;

2. Interim Dividend - This form of dividend can be declared by the Board of Directors one or more times in a financial year as may be deemed fit by it. The Board of Directors of the Company would declare an interim dividend, as and when considered appropriate, in line with this policy. Normally, the Board could consider declaring an interim dividend after finalization of quarterly (or half yearly) financial accounts. This would be in order to supplement the annual dividend or in exceptional circumstances.

Process for approval of Payment of Interim Dividend:

- a) Board may declare Interim Dividend at its complete discretion in line with this Policy;
- b) Based on profits arrived at as per quarterly (or half- yearly) financial statements including exceptional items;
- c) One or more times in a financial year.

Financial parameters to be considered while Declaration of Dividend:

Subject to the provisions of the Companies Act, 2013, Dividend shall be declared or paid only out of

i) Current financial year's profit:

- a) after providing for depreciation in accordance with law;
- b) after transferring to reserves such amount as may be prescribed or as may be otherwise considered appropriate by the Board at its discretion.

ii) The profits for any previous financial year(s):



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- a) after providing for depreciation in accordance with law;
 - b) Remaining undistributed; or

iii) out of i) & ii) both.

In computing the above, the Board may at its discretion, subject to provisions of the Law, exclude any or all of (i) extraordinary charges (ii) exceptional charges (iii) one off charges on account of change in law or rules or accounting policies or accounting standards (iv) provisions or write offs on account of impairment in investments (long term or short term) (v) non-cash charges pertaining to amortisation or ESoP or resulting from change in accounting policies or accounting standards.

The Board may, at its discretion, declare a Special Dividend under certain circumstances such as extraordinary profits from sale of investments.

Factors to be considered while declaring Dividend:

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in business. The Board of Directors will make an effort to take a decision with an objective to enhance shareholders wealth and market value of the shares. However, the decision regarding pay-out is subject to several factors and hence, any optimal policy in this regard may be far from obvious.

Following are the circumstances under which shareholders may or may not expect dividend. The Dividend pay-out decision of any company depends upon certain external and internal factors as follows -

External Factors:-

- a) State of Economy- in case of uncertain or recessionary economic and business conditions, Board will make an effort to retain larger part of profits to build up reserves to absorb future shocks.
- b) Capital Markets- when the markets are favourable, dividend pay-out can be liberal. However, in case of unfavourable market conditions, Board may resort to a conservative dividend pay-out in order to conserve cash outflows.
- c) Statutory Restrictions- The Board will keep in mind the restrictions imposed by Companies Act, 2013 with regard to declaration of dividend.

Internal Factors:-

Apart from the various external factors aforementioned, the Board will take into account various internal factors while declaring Dividend, which inter alia will include the following -

- a) Profits earned during the year;
- b) Present & future Capital requirements of the existing businesses;



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- c) Brand/ Business Acquisitions;
 - d) Expansion/ Modernization of existing businesses;
 - e) Additional investments in subsidiaries/associates of the Company;
 - f) Fresh investments into external businesses;
 - g) Any other factor as deemed fit by the Board.

Dividend Range:

The Company stands committed to deliver sustainable value to all its stakeholders. The Company will strive to distribute an optimal and appropriate level of the profits earned by it in its business and investing activity, with the shareholders, in the form of dividend. As explained in the earlier part of this Policy, determining the dividend pay-out is dependent upon several factors, both internal to a business and external to it. Taking into consideration the aforementioned factors, the Board will make an effort to maintain a Dividend pay-out in the range of 10%-15% of profits after tax (PAT) on standalone financials. As mentioned above, for computing the PAT for purposes of determining the Dividend, the Board may at its discretion, subject to provisions of the law, exclude any or all of (i) extraordinary charges (ii) exceptional charges (iii) one off charges on account of change in law or rules or accounting policies or accounting standards (iv) provisions or write offs on account of impairment in investments (long term or short term) (v) non-cash charges pertaining to amortisation or ESoP or resulting from change in accounting policies or accounting standards. Further, the Board may amend the pay-out range, whenever considered appropriate by it, keeping in mind the aforesaid factors having a bearing on the dividend pay-out decision including declaring a Special Dividend under certain circumstances such as extraordinary profits from sale of investments.

Parameters to be adopted for various classes of shares:

As far as dividend is concerned, all classes of equity shareholders would be treated equally. In case of other than equity shareholders, the dividend would be based on the terms on which such shares were issued.

How retained earnings will be used:

Retained earnings would be used to fund the growth of the company and thus to enhance its future value. This funding could be capital expenses for capacity enhancement, new product development, new market development and working capital expenses to support growth in revenue.

Review:

This Policy will be reviewed periodically by the Board.