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Bajaj Auto Limited

Dividend Distribution Policy

Pursuant to Regulation 43A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Dividend Distribution Policy for the company was first approved by the Board of Directors on 28 October 2016, which was amended on 17 March 2021 and 18 October 2023.

Recognizing that various options are available to the Company for rewarding shareholders and returning cash to them from time to time, and with a view to having greater flexibility in taking such decisions, the Dividend Distribution Policy is amended as under:

1. The financial strategy of the Company encompasses the Dividend Distribution Policy, which is primarily aimed at enhancing long-term shareholder value and sustainable growth, such that the shareholders can participate in the Company's growth, while maintaining the Company's long-held strong financial foundation.
2. Based on the Profit after Tax (PAT) for the year, and surplus funds available with the Company, the Board of Directors shall recommend dividend payout after considering a range of internal and external factors including (i) general economic and market conditions (ii) funding requirements for expansion, diversification, growth (iii) funding needs for new projects, brand / business acquisitions (iv) long-term strategic plans (v) regulatory changes (vi) investments in subsidiaries / associates / joint ventures (vii) absorbing unfavorable market condition (viii) share buybacks (ix) any other contingencies and other circumstances which, in the opinion of the Board, require retention of earnings.
3. The retained earnings will be used to fund events/situations outlined hereinabove in Point 2
4. In keeping with the above, and subject to applicable legal provisions, the Board shall determine the quantum/extent of dividend taking into account the 'Overall Payout to Shareholders.' For this purpose, the 'Overall Payout to Shareholders' shall be defined to mean a combination of dividends, share buybacks or such other route/s including the tax thereon, taken together.
5. The 'Overall Payout to Shareholders' shall be guided by the table below:

Surplus Funds as at the end of the financial year	'Overall Payout to Shareholders' (% of standalone Profit after Tax)
Over Rs.15,000 crore	>70%
Rs.7,500 crore to Rs.15,000 crore	Up to 70%
Less than Rs.7,500 crore	Up to 50%

Note: "Surplus funds" for this purpose comprises investments in Financial Assets other than in Equity shares of group companies and strategic investments.

6. The Board shall endeavor to be guided by the aforesaid principles to the extent possible, while retaining its discretion to act differently as it deems fit in the interest of the Company and its shareholders.
7. The final dividend will be recommended by the Board for approval of the shareholders in a general meeting, while an interim dividend, if any, may be declared by the Board.
8. The Company currently has only one class of shares, i.e., equity shares to which this policy will apply.
9. This Policy is subject to review from time to time and changes, if any, will be approved by the Board.
10. The policy will be uploaded on the website of the Company.

Pune
Date 18 October 2023


Niraj Bajaj
Chairman
