



Bajaj Auto Limited,
Akurdi, Pune 411 035, India.
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bajajauto.com

**THE WORLD'S
FAVOURITE
INDIAN**

4 July 2022

| | |
|---|---|
| To Corporate Relations Department BSE Limited 1 st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street Mumbai 400 001 BSE Code: 532977 | To Corporate Listing Department National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400 051 NSE Code: BAJAJ-AUTO |
|---|---|

Subject: Annual Report for FY2022 and Notice of 15th Annual General Meeting (AGM)

Dear Sirs/Madam,

This is further to our letter dated 27 April 2022, wherein the Company had informed that the AGM of the Company is scheduled to be held on Tuesday, 26 July 2022.

Pursuant to Regulation 34(1) read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the following documents for FY2022, as circulated to the shareholders through electronic mode:

- Notice of 15th Annual General Meeting scheduled to be held on Tuesday, 26 July 2022 through Video Conferencing/ Other Audio-Visual Means.
- Annual Report
- Business Responsibility Report (BRR)

Aforesaid documents are also available on the website of the Company, i.e. <https://www.bajajauto.com/investors/financial-and-operational-performance> and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

Please take the above on your record.

Thanking you,

Yours faithfully,

For Bajaj Auto Limited

Dr. J Sridhar
Company Secretary

Encl: As above



BAJAJ AUTO LTD.

CIN: L65993PN2007PLC130076

Regd. Office:
Mumbai-Pune Road,
Akurdi, Pune 411 035
E-mail ID: investors@bajajauto.co.in
Website: www.bajajauto.com
Phone: 020-2747 2851
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AGM NOTICE

Notice is hereby given that the fifteenth annual general meeting of the shareholders of Bajaj Auto Ltd. ('BAL' or the 'Company') will be held on **Tuesday, 26 July 2022 at 2.00 p.m.** through video conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2022, together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Rakesh Sharma (DIN 08262670), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Madhur Bajaj (DIN 00014593), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
5. To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, S R B C & CO LLP, Chartered Accountants (Firm Registration No: 324982E/E300003), be and is hereby appointed as the Statutory Auditors of the Company for a second term of five consecutive years to hold office from the conclusion of this meeting until the conclusion of the twentieth annual general meeting of the Company and on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS

6. **Re-appointment of Dr. Naushad Forbes as an Independent Director of the Company for a second term of five consecutive years with effect from 18 May 2022**

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

"RESOLVED THAT pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Naushad Darius Forbes (DIN 00630825), who was appointed as an independent director of the Company for a term of five years up to 17 May 2022 and is eligible for being re-appointed as an independent director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner and considering the report of his performance evaluation for the year 2021-22, be and is hereby re-appointed as an independent director on the Board of the Company for a second term of five consecutive years, effective from 18 May 2022 up to 17 May 2027.

"RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Dr. Naushad Darius Forbes be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

7. Re-appointment of Anami N. Roy as an Independent Director of the Company for a second term of five consecutive years with effect from 14 September 2022

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

"RESOLVED THAT pursuant to provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Anami N. Roy (DIN 01361110), who was appointed as an independent director of the Company for a term of five years up to 13 September 2022 and is eligible for being re-appointed as an independent director and in respect of whom a notice in writing pursuant to section 160 of the Act has been received in the prescribed manner and considering the report of his performance evaluation for the year 2021-22, be and is hereby re-appointed as an independent director on the Board of the Company for a second term of five consecutive years, effective from 14 September 2022 up to 13 September 2027.

"RESOLVED FURTHER THAT pursuant to regulation 17(1A) of the Listing Regulations, approval be and is hereby given for continuation of Anami N. Roy, beyond 15 May 2025, as an independent director of the Company on account of his attaining the age of 75 years on the said date.

"RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Anami N. Roy be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

By order of the Board of Directors
For Bajaj Auto Ltd.



Dr. J Sridhar
Company Secretary
Pune: 14 June 2022

NOTES:

- 1 In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular dated 5 May 2020 read with circulars dated 13 January 2021, 8 December 2021, 14 December 2021 and 5 May 2022 (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated 13 May 2022 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant MCA Circulars, the AGM of the Company this year as well is being conducted through VC/OAVM, hereinafter called as 'e-AGM'. KFin Technologies Ltd. ('KFin') will be providing facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 33C below.
- 2 The venue for fifteenth e-AGM shall be the registered office of the Company.
- 3 Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. In this notice, the terms member(s) or shareholder(s) are used interchangeably.
- 4 Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to cssdlimaye@gmail.com with a copy marked to mohsin.mohd@kfintech.com.
- 5 Statement pursuant to section 102 of the Act forms part of this Notice. The Board of Directors at its meeting held on 27 April 2022 has decided that the special businesses set out under item no. 6 to 7, being considered 'unavoidable', be transacted at the fifteenth e-AGM of the Company.
- 6 Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and as per provisions of the Act.
- 7 The facility of joining the e-AGM through VC/OAVM will be opened 30 minutes before and will be open upto 30 minutes after the scheduled start time of the e-AGM, i.e. from 1.30 p.m. to 2.30 p.m. and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
- 8 Institutional Investors, who are members of the Company are encouraged to attend and vote at the fifteenth e-AGM of the Company.
- 9 The Board of Directors has recommended dividend of ₹ 140 per equity share of the face value of ₹ 10 each for the year ended 31 March 2022 for the approval of shareholders at the ensuing e-AGM.
- 10 Pursuant to the provisions of section 91 of the Act and regulation 42 of the Listing Regulations, the Company has fixed Friday, 1 July 2022 as the 'Record Date' for the purpose of determining the members eligible to receive dividend for the financial year 2021-22.
- 11 Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. 1 April 2020, and the Company is required to deduct TDS from dividend paid to the members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by 11 July 2022 (upto 5:30 p.m.). For the detailed process and formats of declaration, please refer to FAQs on Tax Deduction at Source on Dividends available on the Company's website at <https://www.bajajauto.com/investors/dividend>
- 12 Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited/dispatched on Saturday, 30 July 2022 as under:
 - a) to all those shareholders holding shares in physical form, as per the details provided by share transfer agent of the Company i.e. KFin to the Company, as of or before the closing hours on Friday, 1 July 2022 and
 - b) to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on Friday, 1 July 2022.
- 13 As per the Listing Regulations and pursuant to SEBI Circular dated 20 April 2018, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, the dividend, if declared will be paid through electronic mode, where the bank account details of the shareholders required for this purpose are available. Where dividend payments are made through electronic mode, intimation regarding such remittance will be sent separately to the shareholders. Where the dividend cannot be paid through electronic mode, the same will be paid through physical instrument such as non-negotiable instruments with bank account details of such shareholders printed thereon.

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- 14 To ensure timely credit of dividend through electronic mode or physical instrument such as banker's cheque or demand draft, members are requested to notify change of address or particulars of their bank account, if any, to share transfer agent - KFin and to their respective depository participants.
- 15 To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
- 16 SEBI has, vide circular dated 3 November 2021, mandated the furnishing of PAN, Address with PIN, email address, mobile number, bank account details and nomination by holders of physical securities. Folios wherein any one of the cited documents/details are not available on or after 1 April 2023, shall be frozen by the Registrars and Transfer Agent of the Company. Members are requested to furnish the details in the prescribed form to KFin. Forms can be downloaded from the website of the Company at <https://www.bajajauto.com/investors/miscellaneous> and website of KFin at <https://risop.kfintech.com/clientservices/isc/>
- 17 In terms of section 101 and 136 of the Act, read together with the rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 13 May 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website <https://www.bajajauto.com/investors/financial-and-operational-performance>, website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and on the website of KFin at www.kfintech.com
- 18 To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their e-mail address with their respective depository participants, where shares are held in demat mode.
- 19 Members who have not registered their e-mail addresses and mobile nos. and consequently could not be served the Annual Report for FY2022 and Notice of fifteenth e-AGM, may temporarily get themselves registered with KFin, by following the procedure mentioned below:
 - (a) Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobilee-mailreg.aspx>
 - (b) Select the company name i.e. Bajaj Auto Ltd.
 - (c) Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
 - (d) Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
 - (e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - (f) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - (g) Enter the e-mail address and mobile number.
 - (h) System will validate DP ID – Client ID/Folio No. and PAN/Share certificate No., as the case may be, and send OTP at the registered mobile number as well as e-mail address for validation.
 - (i) Enter the OTPs received by SMS and e-mail to complete the validation process. OTP will be valid for 5 minutes only.
 - (j) The Notice and e-voting instructions along with the User ID and Password will be sent on the e-mail address updated by the member.
 - (k) In case the shares are held in electronic form, the above facility is only for temporary registration of e-mail address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their e-mail address with their DPs permanently, so that all communications are received by them in electronic form.
 - (l) In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800-309-4001.
- 20 The Company has availed of services offered by CDSL and NSDL to update e-mail addresses of shareholders of the Company who have not registered their e-mail addresses. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company. Members are also requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.
- 21 With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

- 22 SEBI vide its circular dated 25 January 2022, has mandated listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialise their holdings.
- 23 In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
- 24 The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune-411035:
- i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.
- In accordance with the MCA circulars, the said registers shall be made accessible for inspection through electronic mode, which shall remain open and be accessible to any member during the continuance of the meeting.
- 25 Certificate from Auditors of the Company certifying that the Bajaj Auto Employee Stock Option Scheme, 2019 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will also be available for inspection by the members through electronic mode.
- 26 For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by visiting URL <https://emeetings.kfintech.com/> and clicking on the tab "Post your Queries" during the period starting from 19 July 2022 (9.00 a.m.) upto 23 July 2022 (5.00 p.m.) mentioning their name, demat account no./Folio no., e-mail id, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
- 27 Pursuant to section 72 of the Act read with SEBI Circular dated 3 November 2021 and clarification circular dated 14 December 2021, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 or Form ISR-3 (Declaration to Opt-out). The form can be downloaded from the website of the Company at <https://www.bajajauto.com/investors/miscellaneous> and RTA at <https://ris.kfintech.com/clientservices/isc/> In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
- 28 In terms of section 124(5) of the Act, dividend amount for the year ended 31 March 2015 remaining unclaimed for a period of seven years shall become due for transfer in August/September 2022 to the Investor Education and Protection Fund (IEPF) established by the Central Government.
- Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account.
- Members who have not claimed dividends in respect of the financial years from 2014-15 onwards are requested to approach the Company/KFin for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.
- 29 For more details on shareholders' matters, please refer to the chapter on **General Shareholder Information**, included in the Annual Report.
- 30 Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed to this Notice.
- 31 In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., Tuesday, 19 July 2022, such person may obtain the User ID and Password from KFin by e-mail request on einward.ris@kfintech.com
- 32 Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id einward.ris@kfintech.com for obtaining the Annual Report and Notice of e-AGM.
- 33 Instructions for e-voting and joining the e-AGM are as follows:

A. Voting through electronic means:

- i. In terms of the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations and in terms of SEBI vide circular dated 9 December 2020 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the e-AGM.
- ii. The members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, 19 July 2022 (end of day), being the cut-off date fixed for determining voting rights of members are entitled to participate in the remote e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- iii. Members can cast their vote online from 23 July 2022 (9.00 a.m.) till 25 July 2022 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- iv. Alternatively, members holding securities in physical mode (excluding individual shareholders) may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write e-mail from the registered e-mail id to evoting@kfintech.com
- v. The details of the process and manner for remote e-voting are explained herein below:

1) Login method for remote e-voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail id with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login method |
|--|---|
| Individual shareholders holding securities in demat mode with NSDL | <p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. <p>B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields i.e. follow steps given in points 1-3 above.</p> <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the "Login" icon, available under the "Shareholder/Member" section. 2. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. |

Individual Shareholders holding securities in demat mode with CDSL

A. Existing users who have opted for Easi/Easiest:

1. URL to login to Easi/Easiest: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi
2. Shareholders can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication.
3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on **KFintech** to cast your vote.

B. Users who have not opted for Easi/Easiest:

Option to register for Easi/Easiest is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration> and proceed with completing the required fields.

C. By visiting the e-voting website of CDSL:

1. The user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and e-mail as recorded in the demat Account.
2. After successful authentication, user will be provided links for the respective ESPs i.e. **KFintech** where the e-voting is in progress.

Individual Shareholders (holding securities in demat mode) logging through their depository participants

1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.
2. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.
3. Click on options available against Company name or e-voting service provider- **KFintech** and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL:

Members facing any technical issue - NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30

Members facing any technical issue - CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022- 23058738 or 022-23058542-43

II) Login method for remote e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and Password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Bajaj Auto Ltd.

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- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail at cssdlimaye@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BAL_EVENT No.'
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800-309-4001 (toll free).

B. Voting at e-AGM:

- i. Only those members/shareholders, who will be present in the e-AGM through video conferencing facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote through e-voting in the e-AGM.
- ii. However, members who have voted through remote e-voting will be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 mins. Members viewing the e-AGM, shall click on the "e-voting" sign placed on the left-hand bottom corner of the video screen. User's will be required to use the credentials, to login on the eMeeting webpage, and click on the "Thumbs-up" icon against the unit to vote.

C. Instructions for members for attending the e-AGM:

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of AGM provided by KFin at <https://emeetings.kfintech.com> by clicking on the tab "**Video Conference**" and by using their remote e-voting login credentials. The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for better experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are required to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com> and clicking on the tab "**Speaker Registration**" during the period starting from 19 July 2022 (9.00 a.m.) upto 23 July 2022 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com> under the "How it Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the fifteenth e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800-309-4001.

D. General Instructions:

- i. The Board of Directors has appointed Shyamprasad D Limaye, practising Company Secretary (FCS No. 1587 CP No. 572) as the Scrutinizer to the e-voting process and voting at the e-AGM in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iii. The scrutinizer shall submit his report to the Chairman or in his absence Managing Director and CEO of the Company, who shall declare the result of the voting. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.bajajauto.com and on the website of KFin <https://evoting.kfintech.com> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the e-AGM of the Company.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS AND PROVISIONS OF THE ACT

Item No. 3 of the Notice

Rakesh Sharma (DIN 08262670)

As regards re-appointment of Rakesh Sharma referred to in Item No. 3 of the Notice, the following disclosures are made for the information of the shareholders:

Information about the appointee:

Brief resume

Rakesh Sharma (born on 22 November 1962) is Executive Director on the Board of Bajaj Auto Ltd. He is responsible for leading the business verticals of Motorcycles, Intracity Commercial Vehicles, International Business and Auto Finance.

Prior to joining Bajaj Auto Ltd., he worked for over 20 years with the British ICI Group in multiple roles. He is a commerce (Honours) graduate from the Delhi University and an MBA from IIM, Ahmedabad.

Directorships:

1. Bajaj Auto Ltd.
2. Chetak Technology Ltd.
3. Bajaj Auto Consumer Finance Ltd.

*Committee Chairmanship and Membership: Nil

**Chairmanship and membership of audit committee and stakeholders' relationship committee are considered.*

Shareholding in the Company: 4,164

Nature of expertise in specific functional areas: Management and Strategy, Global Business Leadership, Operations and Engineering, Automobile Engineering and Project Management and such other areas.

He was first appointed on the Board of the Company on 1 January 2019 and his last drawn remuneration during the financial year 2021-22 was ₹ 10.29 crore. More details about his remuneration are available in the Annual Report.

Rakesh Sharma is not disqualified from being appointed as a director in terms of section 164 of the Act.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

He is not related to any key managerial personnel of the Company.

None of the directors, or key managerial personnel or their relatives, except Rakesh Sharma, is concerned or interested, financially or otherwise, except to the extent of his respective shareholding, if any, in the Company.

The Board commends item no. 3 for consideration and approval of the shareholders.

Item No. 4 of the Notice

Madhur Bajaj (DIN 00014593)

As regards re-appointment of Madhur Bajaj referred to in Item No. 4 of the Notice, the following disclosures are made for the information of the shareholders:

Information about the appointee:

Brief resume

Madhur Bajaj (born on 19 August 1952) graduated in commerce from Sydenham College, Bombay, in 1973, and did his MBA from the International Institute of Management Development (IMD), Lausanne, Switzerland, in 1979.

Having more than 29 years of experience in Auto, Consumer Durables and Financial Services, Madhur Bajaj is the recipient of the 'Vikas Rattan Award' from the International Friendship Society of India, for enhancing human life and outstanding achievements.

He previously occupied the position of President of Maharashtra Chamber of Commerce Industries and Agriculture, President for Industries Association of Pune and President of Society of Indian Automobile Manufacturers.

He is also serving as the National Council Member of Confederation of Indian Industry (CII).

Directorships:

1. Bajaj Auto Ltd. – Vice Chairman
2. Bajaj Holdings and Investment Ltd.
3. Bajaj Finserv Ltd.
4. Bajaj Finance Ltd.
5. Bajaj Electricals Ltd.

*Committee Chairmanship and Membership: Nil

**Chairmanship and membership of audit committee and stakeholders' relationship committee are considered.*

Shareholding in the Company: 10,02,552

Nature of expertise in specific functional areas: Management and Strategy, Global Business Leadership, Automobile Engineering and Project Management, Infrastructure and Real Estate, CSR, Sustainability and NGO matters.

He has been associated as Vice Chairman of the Company since 2017 and his last drawn remuneration during the financial year 2021-22 was ₹ 17.50 lakh. More details about his remuneration are available in the Annual Report. He will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company.

Madhur Bajaj is not disqualified from being appointed as a director in terms of section 164 of the Act.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

He is not related to any key managerial personnel of the Company.

None of the directors, or key managerial personnel or their relatives, except Nirajkumar Ramkrishnaji Bajaj, Shekhar Bajaj and Madhur Bajaj, are concerned or interested financially or otherwise, except to the extent of his respective shareholding, if any, in the Company.

The Board commends item no. 4 for consideration and approval of the shareholders.

Statement under section 102 of the Act and regulation 36 (3) of the Listing Regulations

Item no. 6 of the Notice

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 18 May 2017, appointed Dr. Naushad Darius Forbes (DIN 00630825) as an independent director of the Company for the first term of consecutive period of five years from 18 May 2017 up to 17 May 2022. His appointment was also approved by the shareholders at the tenth annual general meeting of the Company held on 20 July 2017.

Since the first term as an independent director would be ending on 17 May 2022, the Board at its meeting held on 27 April 2022, based on the recommendation of the Nomination and Remuneration Committee and considering his skills, experience and knowledge and the report of performance evaluation for the financial year 2021-22, recommended for the approval of the members, the re-appointment of Dr. Naushad Darius Forbes for a second term of five consecutive years with effect from 18 May 2022 up to 17 May 2027 in terms of section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof.

In accordance with section 149(10) and (11) of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. Further, with effect from 1 January 2022, as per regulation 25(2A) of the Listing Regulations, appointment or the re-appointment of an independent director shall be subject to approval of shareholders by way of a special resolution. Dr. Forbes fulfils the requirement of an independent director as laid down under section 149(6) of the Act and regulation 16 and 25 of the Listing Regulations.

In respect of the said appointment, a notice in writing in the prescribed manner as required by section 160 of the Act, as amended and rules made thereunder, has been received by the Company, regarding his candidature for the office of the director.

Dr. Forbes has given his consent for the said re-appointment and has also submitted the declaration of independence, as required pursuant to section 149(7) of the Act, stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 and 25 of the Listing Regulations and is not disqualified from being appointed as a director in terms of section 164 of the Act.

Notice

The terms and conditions of appointment of independent directors shall be available for inspection through electronic mode and the same shall also be available at the Company's website www.bajajauto.com

The Board is of the opinion that Dr. Forbes possesses the requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to continue to have his association with the Company as an independent director of the Company.

According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, the proposed re-appointment fulfils the conditions specified in the Act and the Rules made thereunder as also the applicable provisions of Listing Regulations and is independent of the Management.

Information about the appointee:

Brief resume

Dr. Naushad Darius Forbes (born on 13 May 1960), is the Co - Chairman of Forbes Marshall, India's leading Steam Engineering and Control Instrumentation firm. He chairs the Steam Engineering Companies within that group.

Dr. Forbes was an occasional Lecturer and Consulting Professor at Stanford University from 1987 to 2004 where he developed courses on Technology in Newly Industrializing Countries. He received his Bachelors, Masters and PhD Degrees from Stanford University.

He is on the Board of several educational institutions and public companies. He is the Chairman of Centre for Technology, Innovation and Economic Research in Pune. He has been an active member of CII and has at various times chaired the National Committees on Higher Education, Innovation, Technology and International Business. He was President of CII for 2016-17.

Major Directorships:

1. Bajaj Auto Ltd.
2. Bajaj Finserv Ltd.
3. Bajaj Finance Ltd.
4. Bajaj Holdings and Investment Ltd.
5. Zodiac Clothing Company Ltd.

*Committee Chairmanship:

Bajaj Finserv Ltd.

*Committee Membership:

1. Bajaj Auto Ltd.
2. Bajaj Finserv Ltd.
3. Bajaj Finance Ltd.
4. Bajaj Holdings and Investment Ltd.

** Chairmanship and membership of audit committee and stakeholders' relationship committee are considered.*

Shareholding in the Company: 3,500

Nature of expertise in specific functional areas: Management and Strategy, Global Business Leadership, Operations and Engineering, Human Resources and Industrial Relations, Finance and Taxation, Corporate Governance and Ethics, Economics and Statistics, CSR and such other areas.

He was first appointed on the Board of the Company on 18 May 2017 and his last drawn remuneration during the financial year 2021-22 was ₹ 45.50 lakh. More details about his remuneration are available in the Annual Report. He will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

He is not related to any key managerial personnel of the Company.

None of the directors, or key managerial personnel or their relatives, except Dr. Naushad Darius Forbes is concerned or interested financially or otherwise, except to the extent of his respective shareholding, if any, in the Company, in the resolution set out in item no. 6 of the Notice.

The Board commends the special resolution set out in item no. 6 for approval by shareholders.

Item no. 7 of the Notice

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 14 September 2017, appointed Anami N. Roy (DIN 01361110) as an independent director of the Company for the first term of consecutive period of five years from 14 September 2017 up to 13 September 2022. His appointment was also approved by the shareholders at eleventh annual general meeting of the Company held on 20 July 2018.

Since the first term as an independent director would be ending on 13 September 2022, the Board at its meeting held on 27 April 2022, based on the recommendation of the Nomination and Remuneration Committee and considering his skills, experience and knowledge and the report of performance evaluation for the financial year 2021-22, recommended for the approval of the members, the re-appointment of Anami N. Roy for a second term of five consecutive years with effect from 14 September 2022 up to 13 September 2027 in terms of section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof.

In accordance with section 149(10) and (11) of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. Further, with effect from 1 January 2022, as per regulation 25(2A) of the Listing Regulations, appointment or the re-appointment of an independent director shall be subject to approval of shareholders by way of a special resolution. Anami N. Roy fulfils the requirement of an independent director as laid down under section 149(6) of the Act and regulation 16 and 25 of the Listing Regulations.

In respect of the said appointment, a notice in writing in the prescribed manner as required by section 160 of the Act, as amended and rules made thereunder, has been received by the Company, regarding his candidature for the office of the director.

Anami N. Roy has given his consent for the said re-appointment and has also submitted the declaration of independence, as required pursuant to section 149(7) of the Act, stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 and 25 of the Listing Regulations and is not disqualified from being appointed as a director in terms of section 164 of the Act.

The terms and conditions of appointment of independent directors shall be available for inspection through electronic mode and the same shall also be available at the Company's website www.bajajauto.com

The Board is of the opinion that Anami N. Roy possesses the requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to continue to have his association with the Company as an independent director of the Company.

According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, the proposed re-appointment fulfils the conditions specified in the Act and the rules made thereunder as also the applicable provisions of Listing Regulations and is independent of the Management.

Pursuant to Regulation 17(1A) of the Listing Regulations, with effect from 1 April 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years, unless special resolution is passed to that effect. Anami N. Roy is reaching the age of 75 years on 15 May 2025.

However, considering the significant benefits reaped by the Company from his experience, expertise and mature advice to the business of the Company during his tenure as an independent director, the Board recommends continuation of appointment of Anami N. Roy as an independent director of the Company beyond 15 May 2025 and up to 13 September 2027.

Information about the appointee:

Brief resume

Anami N. Roy (born on 15 May 1950) is a well-known former civil servant. He was head of operations of the elite Special Protection Group while in Govt. of India, supervising security of Prime Minister and former PMs during the tenure of four PMs during which he had the opportunity to work and interact with elite forces of all States in India and many countries of the world.

During his nearly four decades of dedicated tenure in the Indian Police Service, Shri Roy held variety of challenging assignments both in Maharashtra and Govt. of India including Police Commissioner of Mumbai and Director General of Police, Maharashtra State. He launched multiple innovative initiatives and schemes for time-bound and simplified delivery for people's expectations from the Police towards making Police more accessible to people. Passionate about bringing in technology in multiple areas of policing, his Mumbai Police Infoline, Citizen Facilitation Centres, Elderline are some of those which became very popular and useful and made him known as "People's Commissioner".

Post retirement, he is engaged in the social/non-profit sector; and runs a not-for-profit company, Vandana Foundation for supporting people at the bottom of the pyramid with livelihood.

He is on the Board of many prominent companies. He is also involved in many other companies in an Advisory capacity. He brings with him a wide and rich experience of public service and functioning of governments at the state and central level.

Major Directorships:

1. Bajaj Auto Ltd.
2. Bajaj Finserv Ltd.
3. Bajaj Finance Ltd.
4. Bajaj Holdings and Investment Ltd.
5. Finolex Industries Ltd.
6. Glaxosmithkline Pharmaceuticals Ltd.

***Committee Chairmanship:**

1. Bajaj Auto Ltd.
2. Finolex Industries Ltd.
3. Bajaj Finance Ltd.
4. Bajaj Housing Finance Ltd.

***Committee Membership:**

1. Bajaj Auto Ltd.
2. Finolex Industries Ltd.
3. Bajaj Finance Ltd.
4. Bajaj Housing Finance Ltd.
5. Bajaj Allianz Life Insurance Corporation Ltd.
6. Bajaj Allianz General Insurance Corporation Ltd.

** Chairmanship and membership of audit committee and stakeholders' relationship committee are considered.*

Shareholding in the Company: Nil

Nature of expertise in specific functional areas: Management and Strategy, Human Resources and Industrial Relations, Law, Banking, Investment and Treasury Management, Corporate Governance and Ethics, Regulatory, Government and Security matters, CSR, Sustainability and NGO matters and such other areas.

He was first appointed on the Board of the Company on 14 September 2017 and his last drawn remuneration during the financial year 2021-22 was ₹ 42 lakh. More details about his remuneration are available in the Annual Report. He will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

He is not related to any key managerial personnel of the Company.

None of the directors, or key managerial personnel or their relatives, except Anami N. Roy is concerned or interested financially or otherwise, except to the extent of his respective shareholding, if any, in the Company, in the resolution set out in item no. 7 of the Notice.

The Board commends the special resolution set out in item no. 7 for approval by shareholders.

By order of the Board of Directors
For Bajaj Auto Ltd.



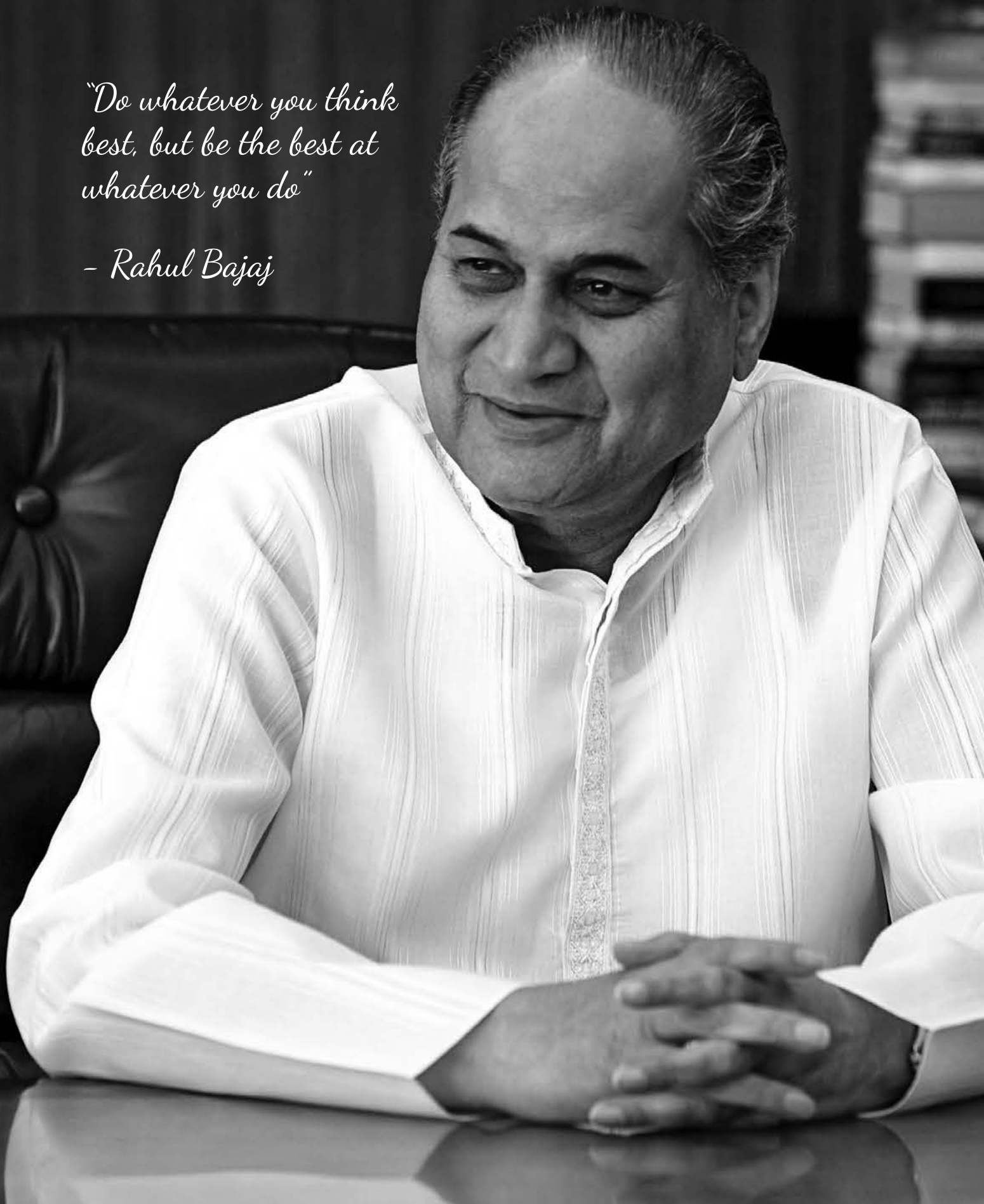
Dr. J Sridhar
Company Secretary
Pune: 14 June 2022



THE WORLD'S
FAVOURITE
INDIAN

*"Do whatever you think
best, but be the best at
whatever you do"*

- Rahul Bajaj





THE WORLD'S
FAVOURITE
INDIAN

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Board of Directors

Niraj Bajaj, Chairman
Madhur Bajaj, Vice Chairman
Rajiv Bajaj, Managing Director & CEO
Sanjiv Bajaj
Shekhar Bajaj
D J Balaji Rao
Dr. Gita Piramal (upto 30 April 2022)
Pradeep Shrivastava, Executive Director
Dr. Naushad Forbes
Anami N. Roy
Rakesh Sharma, Executive Director
Ms. Lila Poonawalla
Pradip Shah
Abhinav Bindra

Audit Committee

Anami N. Roy, Chairman
D J Balaji Rao
Dr. Naushad Forbes
Dr. Gita Piramal (upto 30 April 2022)

Stakeholders' Relationship Committee

D J Balaji Rao, Chairman
Dr. Gita Piramal (upto 30 April 2022)
Niraj Bajaj

Nomination & Remuneration Committee

D J Balaji Rao, Chairman
Niraj Bajaj
Dr. Gita Piramal (upto 30 April 2022)
Dr. Naushad Forbes

Corporate Social Responsibility Committee

Rajiv Bajaj, Chairman
Pradeep Shrivastava
Dr. Naushad Forbes

Risk Management Committee

Anami N. Roy, Chairman
D J Balaji Rao
Rakesh Sharma

Duplicate Share Certificate Issuance Committee

Rajiv Bajaj, Chairman
Pradeep Shrivastava
Rakesh Sharma

Management

Rajiv Bajaj
Managing Director & CEO

Pradeep Shrivastava
Executive Director

Rakesh Sharma
Executive Director

Abraham Joseph
Chief Technology Officer

S Ravikumar
Chief Business Development Officer

Dinesh Thapar
Chief Financial Officer

Ravi Kyran Ramasamy
Chief Human Resources Officer

Sarang Kanade
President (Motorcycle Business)

Samardeep Subandh
President (Intra-City Business)

Kevin D'sa
President (Retail Finance)

K S Grihapathy
President (Export Business)

Eric Vas
President (Urbanite Business)

Sumeet Narang
President (Probiking Business)

C P Tripathi
Advisor (CSR)

Company Secretary

Dr. J Sridhar

Auditors

S R B C & CO LLP
Chartered Accountants

Secretarial Auditor

Shyamprasad D. Limaye
Practising Company Secretary

Bankers

State Bank of India
Citibank N A
Standard Chartered Bank
ICICI Bank
HDFC Bank
HSBC Bank
Axis Bank

Registered under the Companies Act, 1956

Registered Office

Mumbai-Pune Road,
Akurdi, Pune 411 035.

CIN: L65993PN2007PLC130076

Works

- Mumbai-Pune Road,
Akurdi, Pune 411 035.
- Bajaj Nagar,
Waluj, Aurangabad 431 136.
- Chakan Industrial Area,
Chakan, Pune 410 501.
- Plot No.2, Sector 10,
IIE Pantnagar,
Udhamsinghnagar,
Uttarakhand 263 531



Niraj R. Bajaj

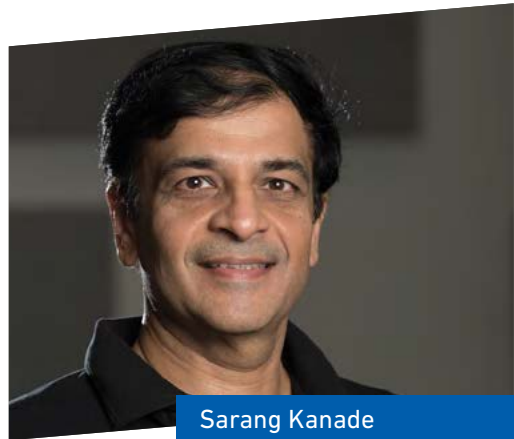
Chairman

MANAGEMENT TEAM





Ravi Kyran Ramasamy



Sarang Kanade



Samardeep Subandh



Kevin D'sa



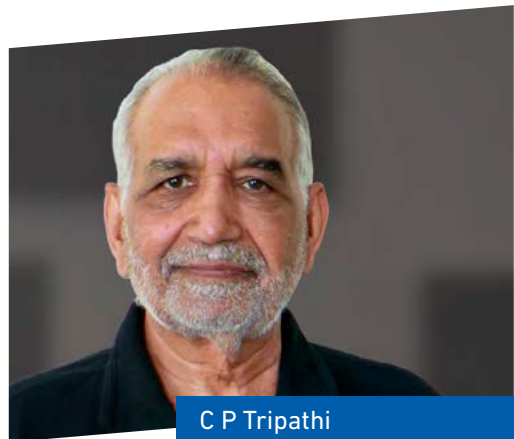
K S Grihapathy



Eric Vas



Sumeet Narang



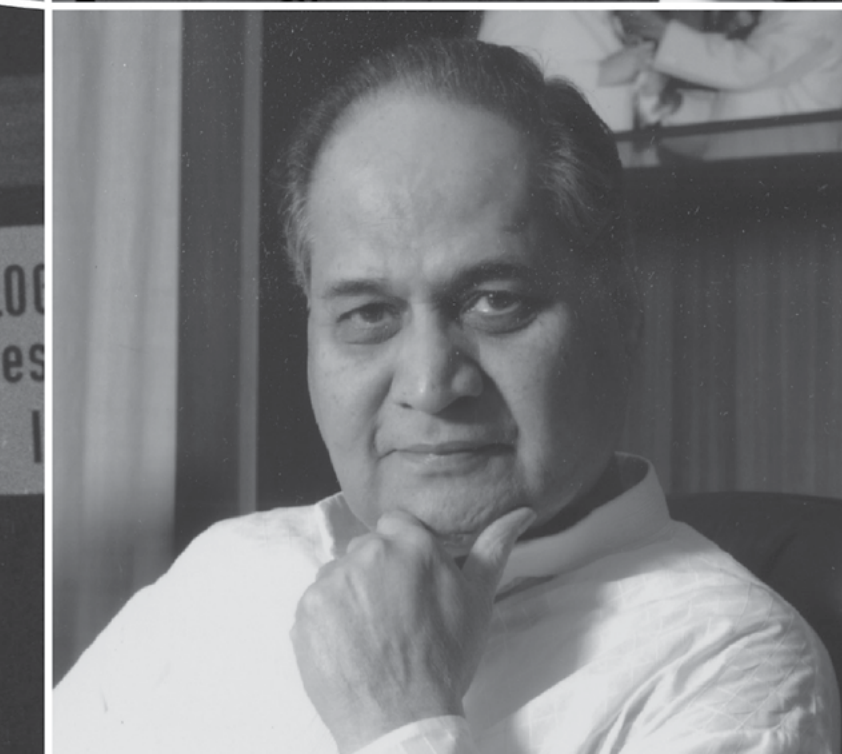
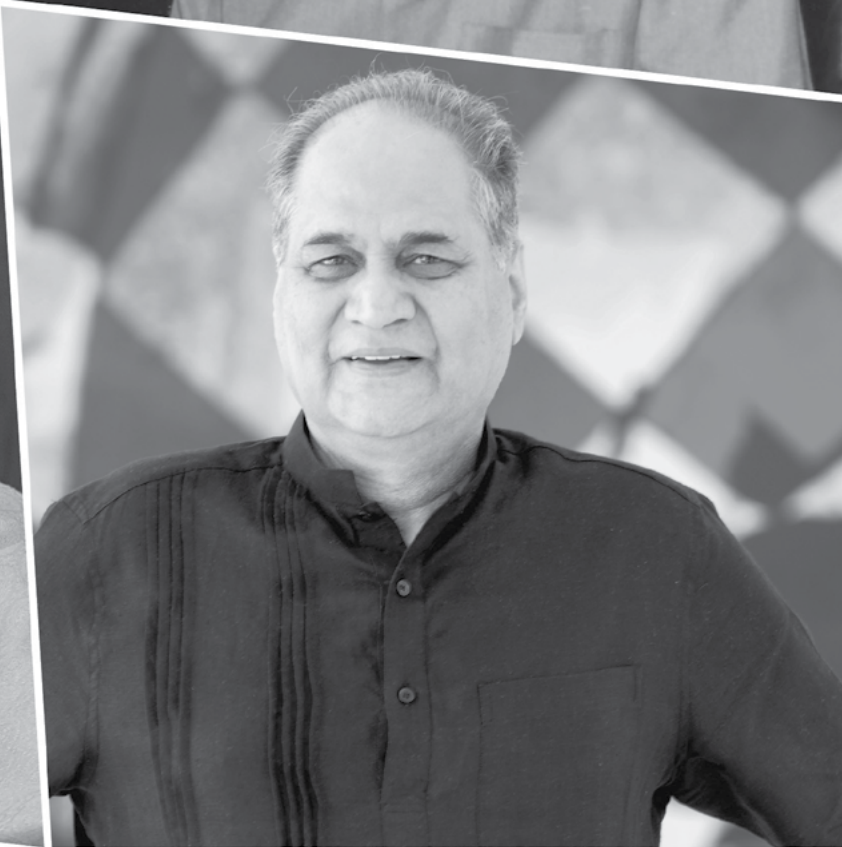
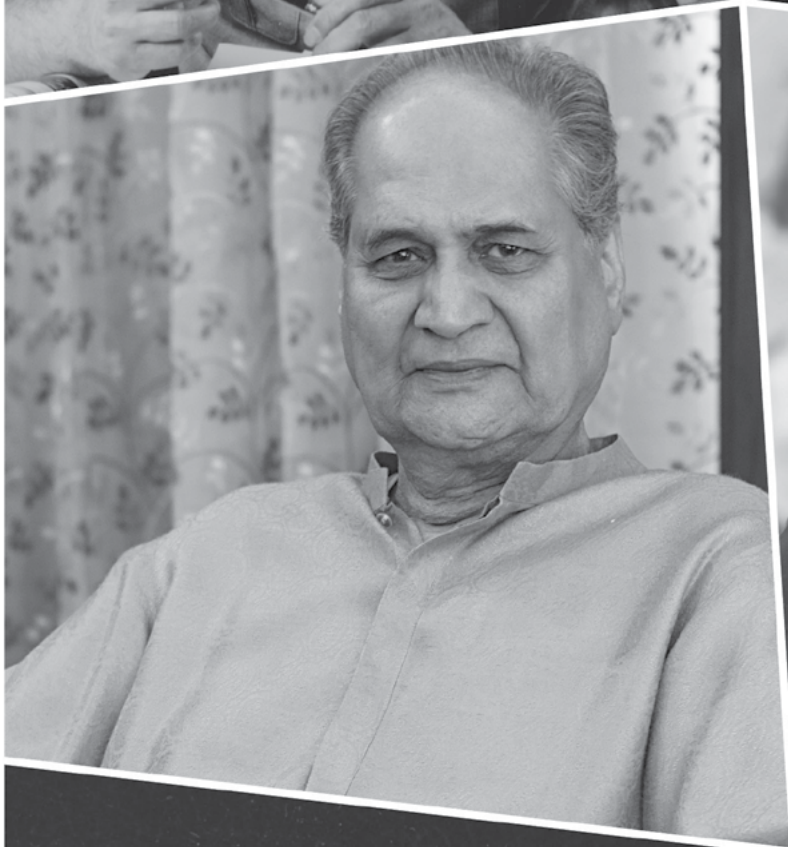
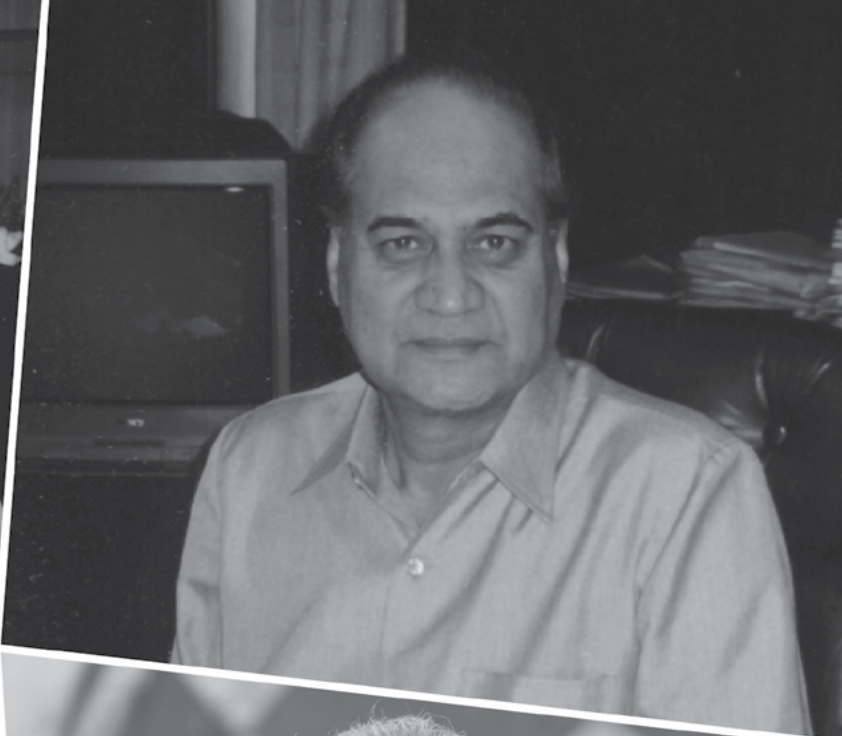
C P Tripathi



Entrepreneur Visionary Patriot

Rahul Bajaj
1938 - 2022









CHAIRMAN'S LETTER

Dear Shareholder,

As the youngest of five cousins — we always called each other 'brothers' — I was the perennial 'student' of Rahul-bhaiya. In the process, he taught me everything that I know today. The skill and focus with which he dealt with numbers; his ability to see things from 40,000 feet and instantaneously descend to an ant's-eye view of things; his unflinching commitment to ethics and integrity; his innate understanding of various businesses; his courage and fearlessness and the conviction to call a spade a spade; his innate understanding of when to be a tough negotiator and when to cut slack, all done with a smile, humour and logic; his quest for details; and his capacity to care, show concern, and have huge amounts of fun.

Even today, I can imagine him calling me at 11.30 at night to check whether I had finished doing something that I was supposed to do. Or to admonish me for wasting precious paper in expressing all these things about him.

I will miss him forever.

Had Rahul-bhaiya been around, he would have been happy with the results of your Company. I can imagine him saying, "What good fortune to have such results in the very first year of your Chairmanship". And my replying, "It is only with your blessings, Sir". The numbers are indeed excellent, and demonstrate the ability of your Company's management to swiftly overcome the enormous crisis brought about by Covid and return to its winning ways. Here are the key results:

- Net sales for FY2022 was ₹ 32,136 crore versus ₹ 27,133 crore for FY2021. With a growth of 18.4%, this is your Company's highest ever annual net sales.
- Operating earnings before interest, tax, depreciation and amortisation (EBITDA) was ₹ 5,389 crore for FY2022 — a growth of 6.4% over the previous year, and also the highest ever.
- Operating EBITDA margin was 16.3% of net sales and other operating income, versus 18.3% in the previous year. That was on account of serious increases in input costs, and your Company's inability to further push its high value-high margin sports and super-sports bikes no thanks to a crippling global shortage of semiconductors.
- Operating profit grew by 6.5% to ₹ 5,111 crore — which is also the highest ever. The operating profit margin was 15.4% of net sales and other operating income.
- Profit before tax and exceptional item increased by 4.2% to ₹ 6,190 crore — which is the third highest in your Company's history.
- Profit before tax (PBT) grew by 9.5% to ₹ 6,505 crore. This, too, was Bajaj Auto's third highest ever.

- Profit after tax (PAT) recorded a growth of 10.2% to ₹ 5,019 crore. This was your Company's second highest PAT.
- Surplus cash and cash equivalent as on 31 March 2022 increased by 7.9% to ₹ 19,090 crore after a dividend pay-out of ₹ 4,051 crore in FY2022.

One more kudo is in order. That has to do with your Company's outstanding export performance. This is not new, but FY2022 was special. First, we crossed the export milestone of 2.5 million vehicles. Second, motorcycle exports touched new highs – at almost 2.2 million units, showing a growth of 22% over FY2021. Third, in 10 of the 12 months, your Company exported over 200,000 units. And fourth, exports accounted for 52.7% of net sales — something that we have never witnessed before. Bajaj Auto is truly **The World's Favourite Indian.**

I believe that your Company's Managing Director, Shri Rajiv Bajaj, his entire team and each and every employee deserve congratulations for such results.

Having rightly applauded the management, I should also share with you a short term concern. There is no doubt in my mind — nor should it be in yours — that Bajaj Auto has a complete suite of profitable two-and three-wheelers that can significantly increase the domestic and international market shares and earn higher sales, revenues and profits. However, in all my years as a fiduciary of your Company, I have never seen it face such a global supply constraint that it has in terms of the sheer scarcity of semiconductors. No modern automobile can exist without a slew of semiconductor chips. Motorcycles and top-of-the-line electric vehicles like the Chetak are no exceptions. It is difficult to predict when this supply scarcity will end. But till then, this will constrain your Company's production volumes, as it will for all other automobile manufacturers.

That said, I have no doubt whatsoever about the medium-and long-term view of your Company. It is a great enterprise in excellent hands — and forever capable of delighting customers, employees and shareholders alike. Which is why it is Hamara Bajaj!

With my best wishes,

Yours sincerely,



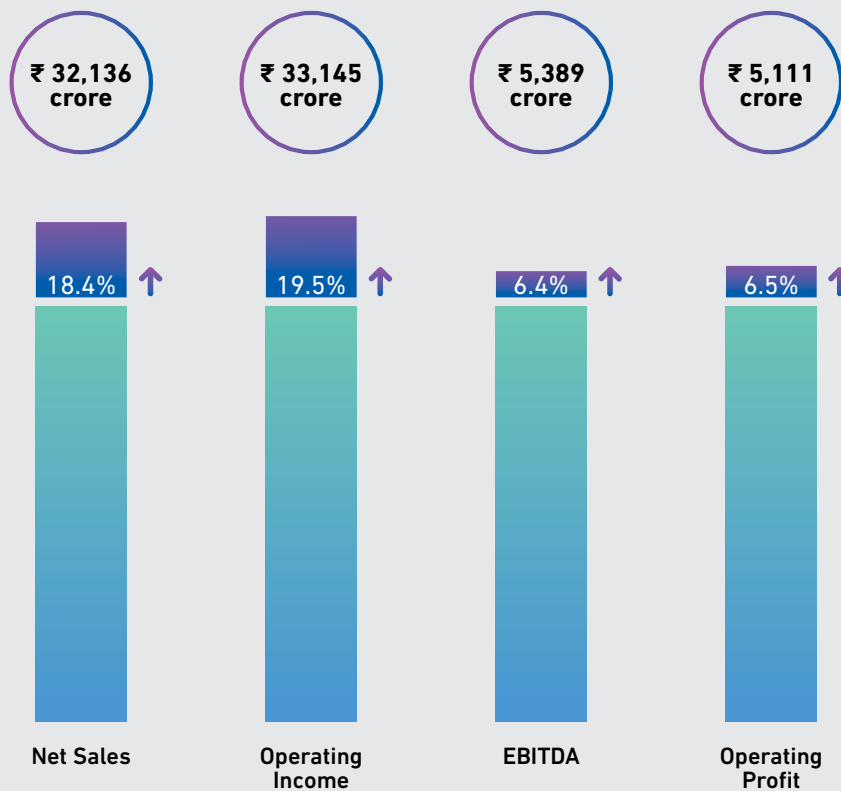
Niraj Bajaj
Chairman
27 April 2022

MANAGEMENT DISCUSSION AND ANALYSIS

2021-22 (FY2022) continued to be dominated by Covid. In India, the second wave proved far more deadly than the first. After a late start, the roll-out of vaccines began in earnest. The nation-wide vaccination programme has been a great success. In fact, the vaccination drive played no mean a role in minimising the effects of the third wave. The economy, too, was not locked down as in the first wave. Consequently, the negative impact on GDP was less than anticipated.

However, the economy has not recovered as much as expected. The second advance estimates of national income for FY2022 released by the Central Statistics Office (CSO) on 28 February 2022 have pegged GDP growth at 8.9%. If that were to happen it would be on the back of a contraction of 6.6% in FY2021.


Highest ever figures in the history of Bajaj Auto





Bajaj Auto's Financial Performance for FY2022

- Net sales increased by 18.4% to ₹ 32,136 crore. It is the highest ever in the history of Bajaj Auto.
- Total operating income (net sales plus other operating income) increased by 19.5% to ₹ 33,145 crore. This is also the highest ever for the Company.
- Operating earnings before interest, tax, depreciation and amortisation (EBITDA) grew by 6.4% to ₹ 5,389 crore. This, too, is the highest ever for Bajaj Auto.
- The relatively lower growth of EBITDA vis-à-vis total operating income is on account of substantial increases in cost of materials consumed — all of which could not be passed on through higher prices.

- 
- The operating EBITDA margin is 16.3% of total operating income, versus 18.3% in the previous year — again lower by 2 percentage points on account of disproportionate increase in cost of raw materials.
 - Operating profit increased by 6.5% to ₹ 5,111 crore, highest ever for Bajaj Auto.
 - Profit before tax (PBT) increased by 9.5% to ₹ 6,505 crore.
 - Profit after tax (PAT) was higher by 10.2% to ₹ 5,019 crore.
 - Surplus cash and cash equivalent as on 31 March 2022 increased by 7.9% to ₹ 19,090 crore.

Charts A and B plot the Company's financial performance

Chart A: EBITDA and EBITDA%

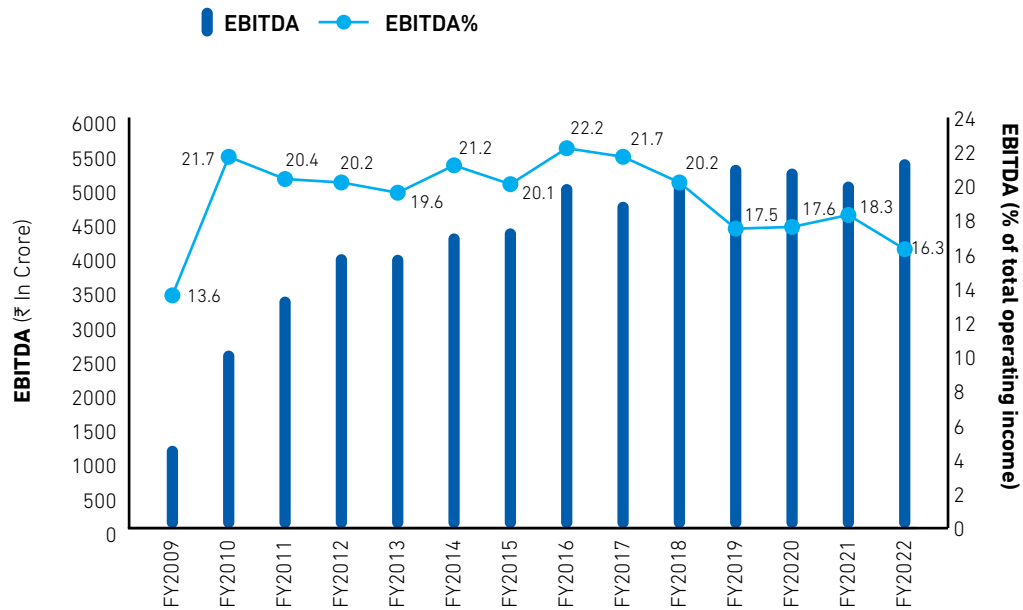
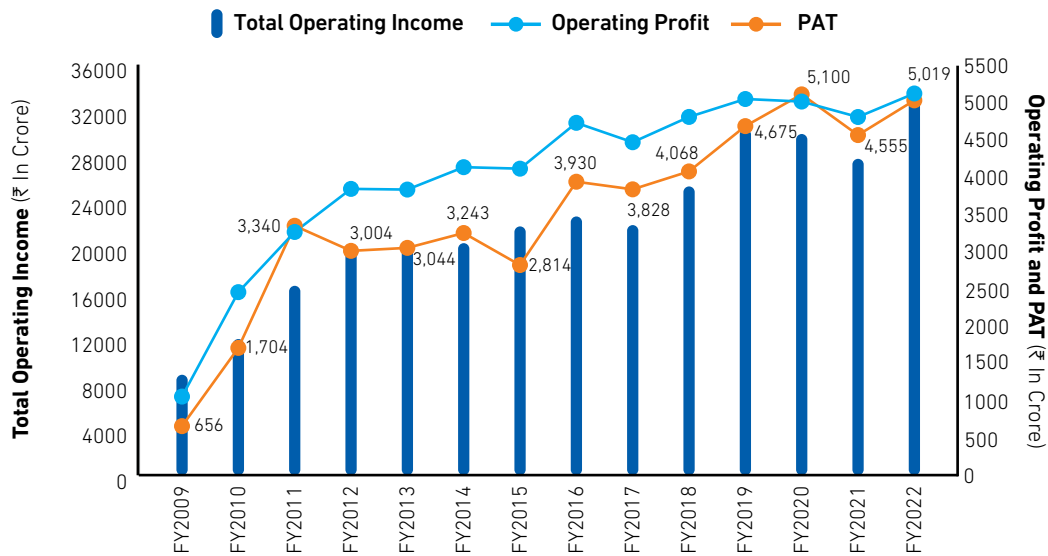


Chart B: Total Operating Income, Operating Profit and PAT



Let us now discuss the Company's performance across business units

Motorcycles (Domestic)

As far as domestic sales of motorcycles are concerned, after two years of impressive growth in FY2018 and FY2019, the market crashed. Between FY2019 and FY2022, domestic motorcycle sales for the industry as a whole has fallen by almost 34% in terms of volume.

In this environment, Bajaj Auto has been able to arrest its decline in sales and raise market share from 18.0% in FY2021 to 18.2% in FY2022 (see Table 1).

Table 1: Domestic Sale of Motorcycles (in numbers)

| Year ended 31 March | Domestic sales for the industry (nos.) | Domestic sales growth | BAL's domestic sales (nos.) | BAL's domestic growth | BAL's market share |
|------------------------|--|--------------------------|-----------------------------------|-----------------------------|-----------------------|
| 2018 | 12,613,241 | 13.7% | 1,974,577 | (1.3%) | 15.7% |
| 2019 | 13,599,678 | 7.8% | 2,541,320 | 28.7% | 18.7% |
| 2020 | 11,214,640 | (17.5%) | 2,078,136 | (18.2%) | 18.5% |
| 2021 | 10,019,836 | (10.7%) | 1,807,980 | (13.0%) | 18.0% |
| 2022 | 8,984,186 | (10.3%) | 1,632,897 | (9.7%) | 18.2% |

Below is the segment-wise analysis.

M Segment The milage or M segment accounts for by far the highest unit-wise sale of motorcycles in India. Bajaj Auto is represented here by the CT, Platina and the Pulsar 125.

- In FY2022, this segment de-grew by 8%.
- However, Bajaj Auto's sales in the segment increased by 2.8% to an average of 101,606 units per month in FY2022.
- Consequently, our market share has increased from 15.2% in FY2021 to 17.0% in FY2022.
- Our stellar performer in this segment has been the Pulsar 125. Successfully introduced in FY2021, this sleek model has created a big buzz. On an average, we sold over 37,500 Pulsar 125 per month in FY2022.



S Segment The sports or S segment is represented by the Company with the high end Pulsar family, the Avenger and the Dominar.

- The industry as a whole saw a sharp drop in demand with domestic sales falling by 19% in FY2022, to an average of 150,885 units per month.
- Bajaj Auto's sales fell as well. From an average monthly sale of 51,820 units in FY2021, it dropped by 33% to 34,469 units per month. Consequently, the Company's market share in the segment reduced from 28% in FY2021 to 23% in FY2022. Even so, Bajaj Auto has the second largest market share in this category.



Pulsar RS200



Pulsar NS200



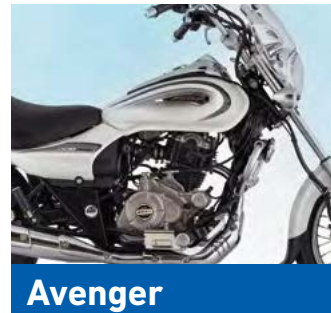
Pulsar F250



Pulsar N250



Pulsar 150



Avenger



Dominar

Three-Wheelers (Domestic)

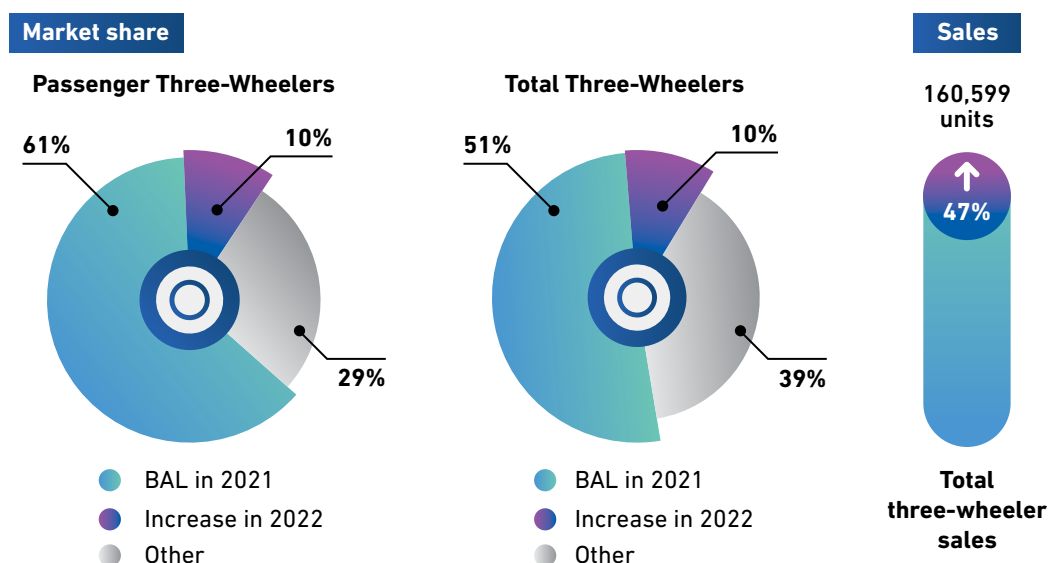
Bajaj Auto is the world's largest manufacturer and seller of three-wheelers. Compared to the previous year, FY2022 was a good year for Bajaj Auto. Our performance in this segment is in Table 2.

Table 2: Sale of Three-Wheelers (in numbers)

| Particulars | FY2022 | FY2021 | FY2020 |
|-----------------------------|---------|---------|---------|
| Passenger carriers | | | |
| Industry sales | 183,607 | 134,087 | 525,015 |
| BAL's sales | 130,172 | 81,618 | 334,714 |
| BAL's market share | 70.9% | 60.9% | 63.8% |
| Goods carriers | | | |
| Industry sales | 77,388 | 82,110 | 111,554 |
| BAL's sales | 30,427 | 27,686 | 30,103 |
| BAL's market share | 39.3% | 33.7% | 27.0% |
| Total three-wheelers | | | |
| Industry sales | 260,995 | 216,197 | 636,569 |
| BAL's sales | 160,599 | 109,304 | 364,817 |
| BAL's market share | 61.5% | 50.6% | 57.3% |

- For the industry, domestic sale of three-wheelers crashed by 66% to 216,197 units in FY2021. It has since increased by 21% to 260,995 units in FY2022.
- Bajaj Auto's domestic sale for FY2022 has seen a 47% increase to 160,599 units. Consequently, Bajaj Auto's domestic market share of three-wheelers (passenger and goods) increased by 10.9 percentage points to 61.5% in FY2022.
- This superior performance was seen across all segments – passenger and cargo.

Our three-wheelers are CNG compatible. Given the growing importance of CNG as a fuel, going forward, we expect to outperform the industry.



International Business

It is our product quality, size and reach of our international business that makes Bajaj Auto **The World's Favourite Indian**. Here are some of the stellar achievements on the export front.

In FY2022

- We crossed 2.5 million vehicle milestone. This is the first ever in the history of Bajaj Auto.
- Motorcycle exports touched new highs – at almost 2.2 million units, showing a growth of 22% over FY2021.
- In 10 of the 12 months, BAL exported more than 200,000 units every month.
- All regions have shown strong growth in FY2022.

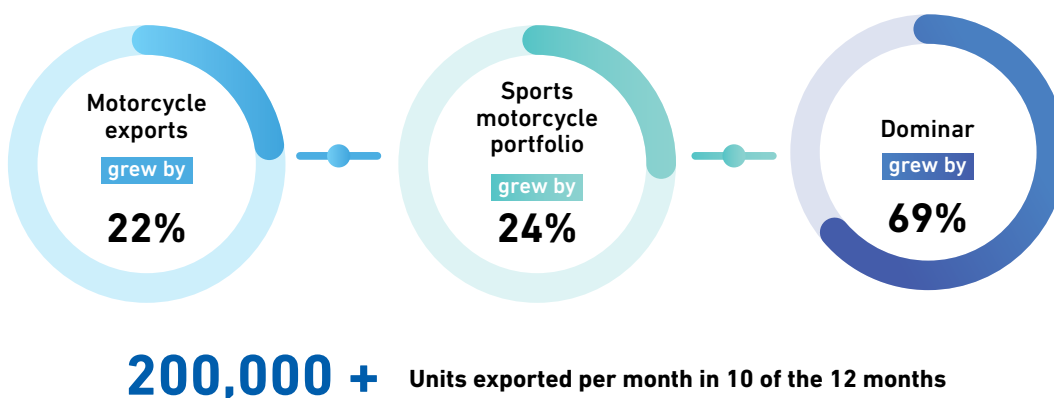


Table 3 gives the export data.

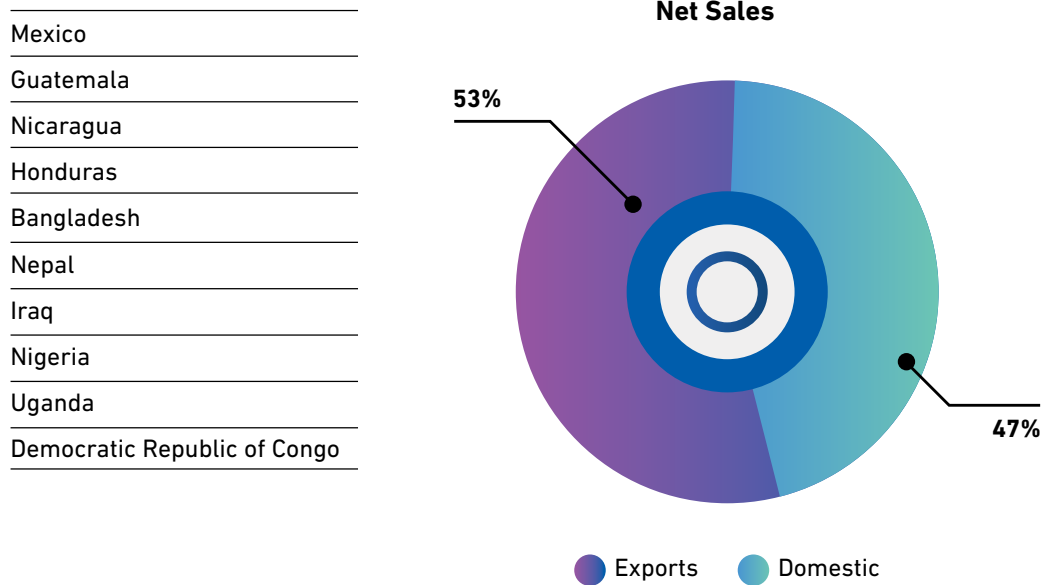
Table 3: Export Volume & Value, for Bajaj Auto

| Particulars | FY2022 | FY2021 | Growth |
|---------------------------------|------------------|------------------|--------------|
| Units | | | |
| Motorcycles | 2,195,772 | 1,796,518 | 22.2% |
| Commercial Vehicles | 310,854 | 257,729 | 20.6% |
| Total numbers | 2,506,626 | 2,054,247 | 22.0% |
| Exports in ₹ (crore) | 16,934 | 12,687 | 33.5% |
| Exports in USD (million) | 2,172 | 1,651 | 31.6% |

Regarding motorcycles:

- Our Sports motorcycle portfolio grew at 24% versus the previous year. Our Dominar brands — both 250cc and 400cc — are now exported to 26 countries; and these grew at 69% in FY2022 over and above 91% growth in FY2021.
- We recorded highest ever volumes in many key markets, such as Mexico, Guatemala, Nicaragua, Honduras, Bangladesh, Nepal and Iraq.
- We continued our dominance in Africa, where we exported over 1.2 million motorcycles — which exceeded 1 million units for the third year in a row. We had our highest ever volumes in all our key markets: Nigeria, Uganda and Democratic Republic of Congo.

Highest ever volumes in many key markets



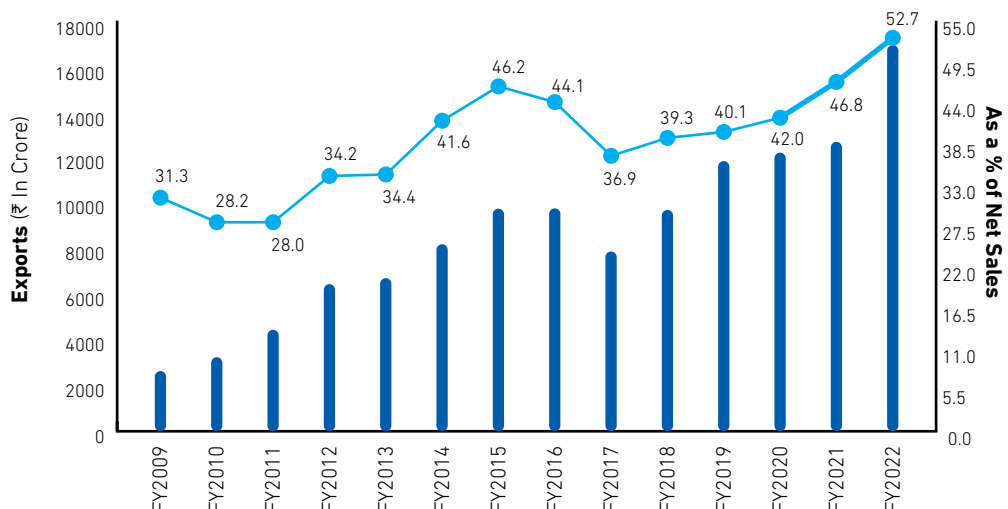
As far as commercial vehicles were concerned:

- The business grew at 21% versus FY2021, in spite of the fear of Covid.
- Focus on new markets like Iraq and new segments like cargo paid rich dividends. Iraq grew by 65% in FY2022 and crossed 50,000 units, while cargo volumes grew 86%.
- All regions had positive growth. Volumes exported to the ASEAN markets more than doubled as Covid restrictions started easing out and demand for public transport began to increase.

Chart C plots our export performance over the years, both in value and as a percentage of the Company’s total net sales.

As Chart C shows, in FY2017, exports as a percentage of Bajaj Auto’s net sales stood at 36.9%. Since then it has been rising every year. In FY2022, it crossed 50% to post 52.7% of net sales. No auto company in India is close to this ratio.

Chart C: Bajaj Auto’s Export Performance Exports As a % of Net Sales



Urbanite (Chetak EV)

Last year, we re-introduced this legendary brand as a best-in-class electric scooter. With a streamlined classic design and perfect detailing, it encompasses the best of beauty and aesthetics, and represents the future of mobility.

With a horseshoe shaped LED headlight, daytime running lamps, feather touch activated electronic switches and sequential scrolling rear LED blinkers, and a digital console that displays key vehicle information, the Chetak is a thing of beauty.

The Chetak offers a fully-connected riding experience. It is embedded with mobility solutions like data communication, security and user authentication. And the Chetak mobile app gives riders a comprehensive overview of all aspects of the vehicle and its ride history.

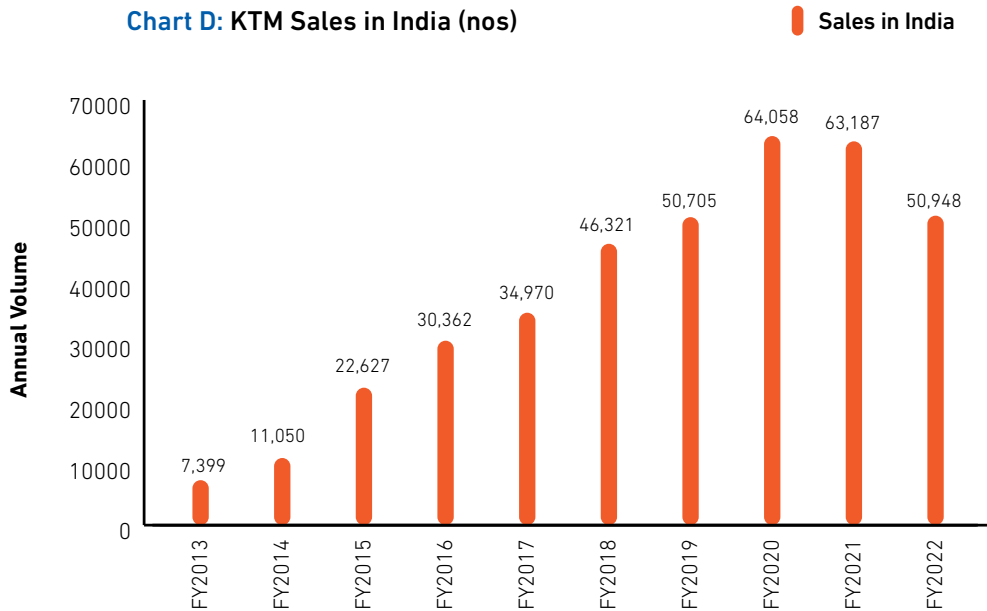
The excitement to own a Chetak was across-the-board. When bookings were first rolled out in early 2020, it had to be stopped on account of Covid. When we re-started online bookings on 13 April 2021, we had to stop 48 hours later, owing to overwhelming demand. For FY2022, sold 8,187 units.

Initially, the Chetak was sold from two locations: Pune and Bengaluru. Seeing the enthusiastic demand for this iconic model, the Company has increased the touchpoints to 20 locations in FY2022. This is expected to grow to 75 in FY2023.

Probiking (KTM)

After several years of excellent performance, KTM sales in India dropped in FY2022. This was partly on account of Covid-related demand uncertainties; but much more so due to lack of supply of essential semiconductors. Chart D plots the sales of KTMs in India over the last 10 years.

Chart D: KTM Sales in India (nos)



The probiking business now comprises two brands — KTM and Husqvarna. There are nine models of KTMs, ranging from the Duke 125 to the Duke 390, the RC's and the Adventures. And there are two variants of the Husqvarna: the Svartpilen (Black) 250 and the Vitpilen (White) 250. The KTM Duke 200 was re-launched in its second generation form; and the Duke 250 was upgraded with even more premium features. The KTM super sport RC series launched next generation RC 200 and RC 125 bikes with new frames and vehicle specifications inspired by KTM cult MotoGP bike.

R&D

Despite the waves of Covid that hit Pune in FY2022, Bajaj Auto's R&D kept driving its programs by ensuring high attendance at office while taking care of social distancing. But this was not the only challenge that had to be dealt with. R&D had to work rapidly on counteracting the rapidly increasing costs of precious metal used in catalysts; react to the sudden proposal (under finalisation) by Government of India to advance the complete BS6 OBD 2 package to 1 April 2023; and to deal with the acute semiconductor shortage.

R&D Products



N250 and F250 – The Pulsar reborn:

Bajaj Auto's most successful motorcycle brand Pulsar has been a leader not just in India but in all its export markets. It has been consistently upgraded over the years to keep it in sync with changing times. However, with the new competition that it had to face, R&D had to get back to the drawing board to redefine the Pulsar for the new world.

- **Style:** The Pulsar was always big and bold. The new gen Pulsar was designed to ooze aggression and have a commanding presence. It comes in two iconic forms — as a brutish Naked and an aerodynamic Faired version.
- **Technology:** The two bikes are the biggest displacement Pulsars ever built. These use highly refined, brand new 250cc oil cooled engines which are capable of meeting future norms. These provide class leading 24.5 Ps peak power. They employ gas charged Mono suspension for superior comfort. Both bikes have brilliant class D LED projector head lamps that are bi-functional.

These two bikes herald the arrival of a new range of Pulsar. These are modern yet are steeped in the values of democratising the sports bike and bringing performance to the masses.



Pulsar
F250

Dominar
400 UG



Dominar 400 UG:

The Dominar 400 has become a popular touring bike due to its solid 40 PS performance with a linear torque delivery. Its long wheelbase provides it rock solid stability at high speeds. Its powerful LED headlamp gives it brilliant visibility in night. The Dominar's Siberian odyssey has further cemented the D400's touring credentials.

Seeing the strong position that Dominar was creating for itself, R&D designed a comprehensive upgrade for the D400, with a specialised touring package. It consists of new taller visor for wind protection, higher handlebars, new mobile/GPS holder, a USB charging socket to power the mobile/GPS, a new engine guard, new rear cast aluminium rack with pillion back support and new pannier stays for both sides. This new package has found great favour with the target audience.



New Gen RC:

The KTM RC range has been refreshed with new style and features. The bike has been styled with inspiration of the race winning KTM MotoGP bikes. It presents new technology like ride by wire, quick shifter, traction control and cornering ABS. These offer superior performance and class-leading safety under difficult weather conditions.

R&D Projects

Countering the rise in Platinum Group Metals (PGM) costs

FY2022 saw drastic increases in the cost of the precious metals. The PGM loading on the three-way catalytic convertor (CAT) helps in catalysing reactions to neutralise the emissions from the engine. The presence of the PGM in the catalyst in conjunction with the closed loop frequency intelligence (FI) control is essential to meet the stringent BS6 norms.

Bajaj Auto's R&D ran two complete loops of emission development for almost all its models to optimise the cost of the catalysts. This exercise should help achieve the targeted cost reductions on its models.

Dealing with semiconductor shortages

Covid has impacted semiconductor supplies which, in turn, has affected the automotive industry. All advanced technology components like the ABS system, FI systems, advanced displays like thin film transistors (TFT), telematics and critical sensors have been affected. R&D is working hard to create alternate configurations and homologating these as soon as possible.

Realigning resources to meet BS6 OBD2

In November 2021, the Government of India suddenly decided to advance the implementation of the OBD 2 for two-and three-wheelers as a single stage from 1 April 2023 — instead of the previously agreed introduction in two stages, first for OBD 2A from 1 April 2023 and the second of OBD 2B from 1 April 2025. Effectively, the norms were to be implemented ahead of Euro 5 OBD 2B norms but with no time to achieve mature calibration.

OBD 2B involves CAT monitoring — the calibration of which needs over two years of durability testing and monitoring after the implementation of OBD 2A. The Society of Indian Automobile Manufacturers (SIAM) has represented the two-and three-wheeler industry and sought implementation of OBD in two stages as previously planned. However, Bajaj Auto's R&D is taking no risks. It has drastically re-allocated its resources and program priorities to tool up and calibrate the huge range of two-and three-wheelers that Company manufactures. This involves a huge task of re-homologation of its entire range within a short period from the implementation of BS6 norms.

Operations

TPM

Bajaj Auto's 'back end' consists of its Manufacturing, Engineering, Development and Materials functions. The principles and philosophy of TPM guide these in achieving excellence both individually and collectively. 'The TPM way' has been successfully extended to include Bajaj Auto's vendors, dealers and distributors with an aim to create a work culture of achieving across-the-board excellence.

Bajaj Auto's TPM at Operations

Bajaj Auto is 'first-in-the-industry' in having all its manufacturing plants certified for the 'Special Award for TPM Achievement' by Japan Institute for Plant Maintenance (JIPM). In FY2020, the BAL Chakan plant was also conferred with the "Advance Special Award for TPM achievement". We continued our TPM journey and have adopted 'TPM Next'-Deepening, Widening and Evolving.

- Through 'Deepening', we focus on increasing the strength in standard TPM pillar activity and the creation of new pillars based on business needs.
- With 'Widening', we have expanded the scope of TPM pillar activity across the supply chain including vendors, dealers and distributors.
- With 'Evolving', we adapt the TPM way to be future-ready to face the challenges ahead. Under Evolving TPM, we have taken up various management themes for focused improvement.

For continuous improvement in operations parameters, BAL is adopting smart manufacturing tools for production and process management. Further, to sustain all improvements and excel, we are working to develop and practice the "Bajaj Production System (BPS)" aimed at 'Better Flow with Better Quality'.

Vendor TPM Activities

BAL believes that a company alone cannot be sustainable, unless it takes along its supply chain. We support our vendors to become globally competitive in terms of safety, quality, production, delivery, cost and human development. The TPM concept is pervasive at Tier I vendors' end with the help of BAVA (Bajaj Auto Vendors Association). In addition, BAL's TPM practicing Tier I vendors have extended TPM practices down the supply chain to their vendors.

Under the Safety, Health and Environment pillar of BAL's TPM and in alignment with the 'Green Purchase Policy', 70% of our vendors have been certified for ISO 14001 and OHSAS 18001 as on 31 March 2022.

We have also taken up a drive to maximise supplies to all our plants from vendors within the plant cluster. This has substantially reduced our supply chain length and the carbon footprint with almost 87% of supplies for all plants being made by vendors within the respective clusters.

TPM in After-Sales Service

TPM methodologies are being continuously spread across our domestic dealership and international distributor networks. As on 31 March 2022, we had 690 dealerships practicing TPM; and we have extended the TPM initiative to our sub-dealers. We have also started recognising our dealerships for bringing in a culture of excellence through TPM. As on 31 March 2022, there are 168 dealerships awarded with the coveted 'BAL TPM Award'.

TPM at Overseas Distributor Plants

The culture of kaizens is very well spread across our dealers and distributors. We started the implementation of TPM at our international distributor plants. In FY2022, 16 distributor plants have been practicing TPM for over a year. Consequently, these are now experiencing sound improvement in manpower productivity, production rate, first-time-right quality and reduction in cost parameters. In FY2022, four of our distributor plants were evaluated for the qualification criterion of 'BAL TPM Award'. DAG Nigeria, Hulas Autocraft Nepal, Nish Auto Uganda and Auto Industries Kenya have been conferred this award. All of them have experienced more than 30% growth in their KPI parameters.

Women Employment

Our women employee strength has grown more than four times from 148 in FY2014 to 667 in FY2022. Almost 64% of women are working in manufacturing plants and in engineering.

Capacity and Employee Strength

Table 4: Plant-wise capacities (in units per annum)

| Plant | As on 31 March 2022 | | Product Range |
|-----------|--------------------------|------------------|--|
| Waluj | Motorcycles | 2,700,000 | Boxer, CT, Platina, Discover, Pulsar |
| | Commercial Vehicles | 930,000 | Passenger Carriers, Goods Carriers, Quadricycle |
| | | 3,630,000 | |
| Chakan | Motorcycles and Scooters | 1,218,000 | Pulsar, Avenger, Dominar, KTM, Husqvarna, Chetak |
| Pantnagar | Motorcycles | 1,800,000 | CT, Platina and Pulsar |
| | | 6,648,000 | |

As on 31 March 2022, BAL's employee strength stood at 10,134.

Human Resource

Over the last few years, Bajaj Auto has focused on 3 areas, leadership development, performance management and employee well-being.

As part of leadership development, we have invested, developed and promoted internal talent and also attracted key external talent for the leadership role. With focused efforts we have been able to build a strong leadership and management cadre over the last few years. We also provide employees with necessary tools and resources that has helped them enhance their skills, improve their overall efficiency and productivity.

Our lateral hiring process focusses on hiring talent with new age skills like electrical, electronics, software, app development, etc.

Our performance management system has been refined to be in sync with our philosophy of differential rewards for differentiated performance. Grade broad banding, standardisation of salary components, differentiation of performance thru ranking clusters have further strengthened our approach.

To add to this, we have focused on the well-being initiatives of our employees. This has been done by way of reviewing and launching policies that support employees by way of

- a. Corporate Health Benefits Scheme, Top-up policies, Voluntary Parental Mediclaim Scheme, Compassionate Benefits policy, etc.
- b. Supporting employees during the unprecedented times of COVID, by way of providing free Vaccinations to employee as well as their family, driving De-stress activities during lockdown, etc. and
- c. Partnering with agencies to focus on employees' physical and mental well-being.

Waking up every morning with enthusiasm and zest translates to good health. This led the Company to set up Utsah.

Utsah is a wellness centre spread across 6.5 acres.

Utsah is a state-of-the-art, world-class infrastructure with exemplary amenities built to foster the recreational and wellness needs of our employees. Conceptualised, as the name goes, to bring exuberance and joy, Utsah is designed to help employees grow and evolve.

The Indoor Games area has an Air hockey facility, Pool table, Foosball table, Table-Tennis area, Carrom area and Board games. Utsah's amphitheatre can accommodate 600 people. There are gazebos for collaborations and meaningful conversations. Its Multipurpose Hall has facilities for Badminton, Basketball, Futsal, Volleyball, Handball and Rock-climbing. The gym at Utsah has imported Technogym equipment used by Olympic athletes.

These initiatives have led us to feature amongst India's Top 25 Coolest Workplaces by Business Today in the year 2021.

Awards

The Company's products, people and processes have been very well recognised and awarded. Some of the awards received during the year are given below.

Product



Two-wheeler of the Year (up to 130 cc)
Pulsar NS125

Two-wheeler of the Year (up to 250 cc)
KTM RC200



Performance Motorcycle of the Year
Pulsar 250

Viewers' Choice Motorcycle of the Year
Pulsar 250

Best Integrated Campaign (Two-wheeler)
Pulsar 250



Bike of the Year (up to 250 cc)
Pulsar F250



THE WORLD'S
FAVOURITE
INDIAN



Chetak

Human Resource

Business Today:

- India's Top 25 Coolest Workplaces! for the year 2021

The Great Manager Awards:

- Companies with Great Managers Award 2021
- The Great Manager Awards 2021
- T A Pai Young HR Leader Award 2021

CII National HR Excellence Award Confluence 2021-22:

- Significant Achievement in HR Excellence

Plant

- 2 Gold Awards in 'TPM Circle Competition' organised by CII – Chakan Plant
- Gold Medal Award for 'Productivity Improvement' organised by IIIE – Chakan Plant
- Platinum Medal Award in 'TPM Circle Competition' organised by CII – Chakan Plant
- Jury Champion Award in 'TPM Circle Competition' organised by CII – Chakan Plant
- Super Challenger Award in 'TPM Circle Competition' organised by CII – Chakan Plant
- First Prize Winner in 'Safety, Health and Environment Category' organised by The Machinist Super Shopfloor (a subsidiary of The Times of India Group) – Chakan Plant
- First Prize Winner in 'Green Manufacturing Category' organised by The Machinist Super Shopfloor (a subsidiary of The Times of India Group) – Chakan Plant
- 2 Gold Medal Winners in 'Quality Circle Competition' organised by QCFI – Waluj Plant
- First Prize Winner of 'The Champions Trophy 2021 for Quality' organised by CII – Pantnagar Plant
- First Prize Winner in 'National Convention' organised by QCFI – Pantnagar Plant

Financials

Table 5 gives the summarised standalone profit and loss statement of Bajaj Auto.

Table 5: Standalone Profit and Loss Statement

| Particulars | (₹ In Crore) | | |
|--|---------------|---------------|--------------|
| | FY2022 | FY2021 | Growth% |
| Operations | | | |
| Sales | 32,136 | 27,133 | 18.4% |
| Other operating income | 1,009 | 608 | |
| Total operating income | 33,145 | 27,741 | 19.5% |
| Cost of materials consumed, net of expenditures capitalised | 24,317 | 19,597 | |
| | 73.4% | 70.6% | |
| Stores and tools | 132 | 116 | |
| | 0.4% | 0.4% | |
| Employee cost | 1,356 | 1,283 | |
| | 4.1% | 4.6% | |
| Factory, administrative and other expenses | 820 | 717 | |
| | 2.4% | 2.6% | |
| Sales and after sales expenses | 1,131 | 965 | |
| | 3.4% | 3.5% | |
| Total expenditure | 27,756 | 22,678 | |
| Earnings before interest, tax, depreciation and amortisation (EBITDA) | 5,389 | 5,063 | 6.4% |
| EBITDA% | 16.3% | 18.3% | |
| Interest | 9 | 7 | |
| Depreciation and amortisation | 269 | 259 | |
| Operating profit | 5,111 | 4,797 | 6.5% |
| | 15.4% | 17.3% | |
| CSR spends and donations | 128 | 131 | |
| Operating Profit less CSR spends & donations | 4,983 | 4,666 | |
| Non-operating income | 1,209 | 1,276 | |
| Less: Non-operating expense | 2 | 3 | |
| Non-operating income, net | 1,207 | 1,273 | |
| Profit before tax and exceptional item | 6,190 | 5,939 | 4.2% |
| Exceptional item (Income)/Expense | (315) | - | |
| Profit before tax | 6,505 | 5,939 | 9.5% |
| Tax expense | 1,486 | 1,384 | |
| Profit after tax | 5,019 | 4,555 | 10.2% |
| Surplus cash and cash equivalents as on 31 March | 19,090 | 17,689 | 7.9% |
| Return on Operating Capital Employed (ROCE) | 214% | 189% | |

Our surplus funds are invested in (i) fixed income securities rated A1+ and equivalent for short term investments, (ii) AA+ and above rated securities for long term investments, and (iii) fixed deposits with banks and finance companies.

As required for listed companies by the Securities and Exchange Board of India (SEBI), Table 6 gives the key ratios.

Table 6: Bajaj Auto's Key Financial Ratios, Standalone

| Particulars | FY2022 | FY2021 | Remarks |
|--------------------------|--------|--------|---------|
| Debtors Turnover Ratio | 15.18 | 12.22 | |
| Inventory Turnover Ratio | 17.86 | 15.34 | |
| Current Ratio | 2.13 | 2.51 | |
| Operating Profit Margin | 15.4% | 17.3% | |
| Net Profit Margin | 14.6% | 15.7% | |
| Return on Net Worth | 19.4% | 20.2% | |

Subsidiaries

Bajaj Auto International Holdings BV (BAIH BV)

Bajaj Auto International Holdings BV (BAIH BV) is a 100% Netherlands based subsidiary of Bajaj Auto Ltd.. Over the years 2007 to 2013, through this subsidiary, Bajaj Auto has invested a total of €198.1 million (₹ 1,219 crore) and held approximately 48% stake in KTM AG of Austria (KTM), the fastest growing motorcycle brand in the world.

On 29 September 2021, BAIH BV swapped 46.5% stake in KTM AG for 49.9% stake in Pierer Bajaj AG (PBAG). 50.1% in PBAG is held by Pierer Group.

Pierer Bajaj AG (formerly PTW Holding AG) holds 73.3% stake in Pierer Mobility AG. Pierer Mobility AG (PMAG) is Europe's leading "Powered Two-wheeler" manufacturer with focus on highly innovative sports motorcycles and electric mobility-E bicycles, E motorcycles, etc. With KTM, HUSQVARNA and GASGAS motorcycle brands, it is a leading premium motorcycle manufacturer in Europe. With conventional and E bicycles under Ramon, Husqvarna, Gas Gas and Felt brands, it is a strong player in this fast growing segment.

With this re-structuring in September, Bajaj Auto and Pierer Group now partner in all Mobility businesses that Pierer Group engages in. The resultant gain in fair value of ₹501.23 crore is shown as an exceptional item in consolidated results.

Subsequently, KTMAAG announced a buy back program on 5 November 2021. BAIHBV tendered the balance 161,939 shares (1.49% stake in KTM AG left after the swap explained above) in this buy back. The resultant gain of ₹74.90 crore is shown as Other income in consolidated results.

In the year 2021, PMAG recorded a strong performance in Motorcycles, with sale of 332,881 units and in bicycles with sale of 102,753 units (of which 76,916 were e-bicycles) and registered a record top-line of over €2 billion.

Chetak Technology Ltd.

The electric vehicle (EV) market, while still nascent, is constantly witnessing new developments. Two-wheelers are expected to be the early mover to the electric vehicle space, especially given the push from the Government of India and various state governments, through their various incentive schemes.

Given the stakes and likely impact of EVs on its business, Bajaj Auto wants to be ahead of this curve. For effectively engaging in this domain, Bajaj Auto felt the need to form a new Company: a 100% subsidiary called Chetak Technology Ltd.

The new subsidiary was formed on 4 October 2021 with initial paid-up equity share capital of ₹ 5 crore and additional capital of ₹ 45 crore is being infused by way of Rights issue in April 2022. Plans have also been drawn to set up a new state of the art manufacturing facility at Akurdi.

To give prime focus to the EV space and to develop new technologies and products, the Company now intends to house all its EV related activities – R&D of new technologies, R&D for product development, manufacturing, sales, after-sales and customer centric experience — to this newly formed 100% subsidiary.

Bajaj Auto (Thailand) Ltd.

Bajaj Auto (Thailand) Ltd. was incorporated as a wholly owned subsidiary in Thailand with an issued and subscribed share capital of Thai Baht (THB) 45 million (₹ 10 crore). The intent being to set up an International Business Centre (IBC) to oversee sales in the ASEAN region and an Engineering Design Centre (EDC) under this subsidiary. This marks a new beginning for Bajaj Auto's R&D expanding its design center to trend-defining markets around the globe.

Bajaj Auto (Thailand) has obtained all necessary approvals from local authorities. The EDC is operational and international designers are working from this new facility in Bangkok. Full scale operations including IBC will commence in the coming year.

Bajaj Auto Spain S.L.

Bajaj Auto Spain S.L. was incorporated as a wholly owned subsidiary in Barcelona, Spain with an issued and subscribed share capital of €600K (₹ 5 crore). The intent being to setup an Engineering Design Centre.

The EDC has just started operations and is expected to be fully operational in the coming year.

Bajaj Auto Consumer Finance Ltd. (BACFL)

Financing is key to every automobile business. In India, nearly 65% of two-wheelers and 85% of three-wheelers retailed are financed. To increase geographic coverage and expand financing options for the retail customers of Bajaj Auto Ltd. and Chetak Technology Ltd., a wholly owned captive financing company was formed.

This new subsidiary with an initial paid-up equity share capital of ₹ 5 crore has applied to RBI for an NBFC license and is drawing up plans to set up a new organisation, infrastructure and processes for the proposed NBFC.

Even after the new NBFC is formed and fully operational, Bajaj Auto would continue to offer financing options to its business partners and retail customers through other lenders in the market.

Bajaj Do Brasil Comercio De Motocicletas Ltda

To address the motorcycle market in Brazil, Bajaj Auto has set up a wholly owned subsidiary on 31 March 2022. The process to obtain necessary approvals for introduction of equity share capital and setting up operations in Brazil is currently underway. Full scale operations are likely to commence in the coming year.

Consolidation of accounts and segment reporting

Table 7: Segment Revenue and Segment Results

| | (₹ In Crore) | |
|---|---------------|---------------|
| Segment Revenue | FY2022 | FY2021 |
| Automotive | 33,272 | 27,750 |
| Investment and others | 1,157 | 1,268 |
| | 34,429 | 29,018 |
| Segment Results | | |
| Profit/(Loss) from each segment before tax | | |
| Automotive | 6,505 | 4,984 |
| Investment and others | 1,155 | 1,264 |
| | 7,660 | 6,248 |
| Less: Interest | 8 | 7 |
| Profit before tax | 7,652 | 6,241 |
| Profit after tax | 6,166 | 4,857 |

Outlook

It is fair to say that Bajaj Auto has overcome the challenges posed by Covid-19 in FY2021 and has turned the corner. Our operational and financial results for FY2022 have been significantly superior to those of the previous year. Indeed, these could have been even better had we not faced the crippling semiconductor shortage that seriously constrained the production of our entire range of sports and super-sports bikes as well as the Chetak. Thanks to the R&D work being carried out at a high pace, we may overcome this semiconductor constraint in the course of the year, and then target even higher growth — driven by the new models of our sports and super-sports bikes.

Our export performance has been outstanding. And the concentrated way in which we focus on foreign markets gives us reasons to believe that years of excellent exports will continue.

Three-wheelers have turned around after the devastating impact that Covid had on mobility. We have sound reasons to believe that Bajaj Auto will continue to grow three-wheeler sales, both in India and elsewhere. In the domestic front, our suite of CNG three-wheelers should become the preferred choice of purchasers in the years to come.

Moreover, we are committed to the development of electric vehicles (EVs). Chetak is the first example. The setting up of Chetak Technology Ltd. as a fully owned subsidiary of Bajaj Auto will aid in the research, development, production and sale of EVs. These are the vehicles of tomorrow, and we want to be an active player in this space.

As of now, the only fly in the ointment is the serious shortage of semiconductors. It is a global problem. Our R&D is working on this, while we are actively searching for alternate sources. Hopefully, this will be a thing of the past, sooner rather than later.

All said and done, there are good reasons to believe that Bajaj Auto will perform even better in FY2023. We hope that this forward-looking statement turns out to be true.



THE WORLD'S
FAVOURITE
INDIAN



DOMINAR

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include global economy, political stability, stock performance on stock markets, changes in government regulations, tax regimes, economic developments and other incidental factors. Except as required by law, the Company does not undertake to update any forward-looking statements to reflect future events or circumstances. Investors are advised to exercise due care and caution while interpreting these statements.

CORPORATE GOVERNANCE

Corporate governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and considering the interest of all stakeholders while conducting business.

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto ('SEBI Listing Regulations'), given below are the corporate governance policies and practices of Bajaj Auto Ltd. ('the Company', 'Bajaj Auto' or 'BAL') for the year 2021-22 (or 'FY2022').

This report states compliance as per requirements of the Companies Act, 2013 ('the Act') and SEBI Listing Regulations, as applicable to the Company. As will be seen, Bajaj Auto's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws, including the SEBI Listing Regulations.

Philosophy

For us, corporate governance is a reflection of principles entrenched in our values and policies and also embedded in our day-to-day business practices, leading to value-driven growth. The commitment of the Bajaj group to the highest standards of good governance practices predate SEBI and the provisions of the SEBI Listing Regulations. Ethical dealings, transparency, fairness, disclosure and accountability are fundamental canons of the Bajaj group. Bajaj Auto Ltd. maintains the same tradition and commitment.

Rahul Bajaj, the chairman of the Bajaj group for several decades who sadly passed away on 12 February 2022, was a pioneer of Corporate Governance in India and he laid the foundation for several noteworthy corporate governance practices for the group in general and Bajaj Auto in particular.

Key elements of Bajaj Auto's corporate governance

- Number of Board meetings exceed the statutory requirement, including meetings dedicated to discussing strategy, operating plans and risk.
- The Company's Board comprises directors from diverse backgrounds and substantial experience, who are able to provide appropriate guidance to the executive management as required.
- The Board comprises independent directors with outstanding track record and reputation.
- All Board members are invited and encouraged to be present at committee meetings, even if they are not members.
- There are pre-audit committee meetings of the chairman of the audit committee with the statutory auditors, the internal auditor and such members of executive management who are process owners.
- There are separate meetings of independent directors without presence of non-independent directors or executive management.
- There is a confidential Board evaluation process where each Board member evaluates the performance of every other director, committees of the Board, the Chairman of the Board and the Board itself.
- Presentations by key senior management team members of the Company and its subsidiaries are regularly made to familiarise directors with key elements of each business.
- Complete and detailed information are provided in advance to Board members.
- Key governance policies are placed on Company's website.
- A Half-yearly letter from the management is sent to all shareholders of the Company.
- The Company monitors its governance through a dedicated governance team.
- Adoption of key governance policies and codes by the Board in line with best practices, which are made available to stakeholders for downloading/viewing from the Company's website. These include:

- Whistle blower policy/vigil mechanism;
- Policy on materiality of and dealing with related party transactions;
- Code of conduct;
- Dividend distribution policy;
- Policy on prevention of sexual harassment at workplace;
- Fair Practices Code;
- Policy on Human Rights;
- Equal Employment Opportunity and Non-Discrimination policy.

Further details of these principles are highlighted in the appropriate sections in this document.

Board of Directors

The Company's policy is to have an appropriate blend of executive, independent and non-independent directors to maintain independence of the Board and to separate the Board functions of governance from that of management.

Composition

As per regulation 17(1)(b) of the SEBI Listing Regulations, where the Chairman is non-executive or a promoter, at least one half of the Board of a Company should consist of independent directors. As Table 1 shows, this provision is met at BAL.

As on 31 March 2022, the Board consisted of 14 directors, of whom three were executive (including the managing director), seven were non-executive as well as independent (including two women independent directors) and four were non-executive and non-independent. The Board has no institutional nominee director.

Further particulars about the directors are mentioned in the Board's Report.

Number of meetings of the Board

During FY2022, the Board met five times: 29 April 2021, 22 July 2021, 27 October 2021, 19 January 2022 and 15 March 2022. The gap between any two meetings has been less than 120 days.

As per the relaxation given by MCA due to the Covid-19 pandemic, all the Board and committees meetings of the Company during the year under review were held in hybrid mode (Physical meeting plus meeting held through video conferencing).

Attendance record of directors

Table 1 gives the composition of Bajaj Auto's Board and the attendance record of its directors.

Table 1: Composition of the Board and attendance record of directors for FY2022

| Name of director | Category | Relationship with other directors | No. of shares held by director | No. of Board Meetings attended | Whether attended last AGM |
|------------------|--------------------------------------|---|--------------------------------|--------------------------------|---------------------------|
| Niraj Bajaj | Chairman, non-executive | Brother of Madhur Bajaj and Shekhar Bajaj | 719,022* | 5/5 | Yes |
| Madhur Bajaj | Vice Chairman, non-executive | Brother of Shekhar Bajaj and Niraj Bajaj | 1,002,552* | 5/5 | Yes |
| Rajiv Bajaj | Managing Director and CEO, executive | Brother of Sanjiv Bajaj | 756,200* | 4/5 | Yes |
| Sanjiv Bajaj | Non-executive | Brother of Rajiv Bajaj | 769,224* | 5/5 | Yes |

Table 1: Composition of the Board and attendance record of directors for FY2022 (Contd.)

| Name of director | Category | Relationship with other directors | No. of shares held by director | No. of Board Meetings attended | Whether attended last AGM |
|-------------------------|----------------------------|--|---------------------------------------|---------------------------------------|----------------------------------|
| Shekhar Bajaj | Non-executive | Brother of Madhur Bajaj and Niraj Bajaj | 6,020 | 5/5 | Yes |
| D J Balaji Rao | Non-executive, independent | – | – | 5/5 | Yes |
| Dr. Gita Piramal | Non-executive, independent | – | – | 4/5 | Yes |
| Pradeep Shrivastava | Executive Director | – | 75 | 5/5 | Yes |
| Dr. Naushad Forbes | Non-executive, independent | – | 3,500 | 5/5 | Yes |
| Anami N. Roy | Non-executive, independent | – | – | 5/5 | Yes |
| Rakesh Sharma | Executive Director | – | 4,164 | 5/5 | Yes |
| Ms. Lila Poonawalla | Non-executive, independent | – | – | 5/5 | Yes |
| Pradip Shah | Non-executive, independent | – | 4,000 | 4/5 | Yes |
| Abhinav Bindra | Non-executive, independent | – | – | 5/5 | Yes |

Notes:

1. Rahul Bajaj resigned as Chairman of the Company on 30 April 2021 and was appointed as Chairman Emeritus of the Company w.e.f. 1 May 2021. He later expired on 12 February 2022.
2. Dr. Omkar Goswami resigned on 9 July 2021 and ceased to be an independent director of the Company w.e.f. 9 July 2021.
3. *The equity shares also includes shares held in the capacity of trustee of private family trusts.

Board diversity

In compliance with the provisions of the SEBI Listing Regulations, the Board through nomination and remuneration committee has devised a policy on Board diversity. The Board comprises adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The directors are persons of eminence in areas such as business, industry, finance, law, administration, economics etc. and bring with them experience and skills which add value to the performance of the Board. The directors are selected purely on the basis of merit with no discrimination on race, colour, religion, gender or nationality.

A brief profile of the directors is available on the website of the Company at <https://www.bajajauto.com/about-us/bajaj-team>

Opinion of the Board

The Board confirms that, in its opinion, the independent directors on the Board fulfil the conditions specified in the SEBI Listing Regulations and the Act and are independent of the management.

Non-executive directors' compensation

The shareholders of the Company through a special resolution passed at the annual general meeting of the Company held on 22 July 2021 have, by way of an enabling provision, approved payment of commission up to a sum not exceeding one percent of the net profits of the Company, calculated in accordance with the provisions of section 197 and 198 of the Act, to the non-executive directors, in the manner as may be decided by the Board of directors from time to time during the five year term up to 31 March 2026.

Consistent with this approval from the shareholders, non-executive directors of the Company are being paid, in addition to the sitting fee of ₹ 100,000 per meeting for every meeting of the Board and its Committees, commission at the rate of ₹ 250,000 per meeting of the Board and its Committees attended by them as member, subject to the overall ceiling of one percent of the net profits.

In consideration of the services rendered by Rahul Bajaj as Chairman for the month of April 2021, commission of ₹ 2,50,000 became due to be paid to him pursuant to necessary approvals obtained from the shareholders through a postal ballot on 16 March 2020. As stated earlier, he ceased to be Non-executive Chairman w.e.f. 1 May 2021.

The Company has adopted the Bajaj Auto Employee Stock Option Scheme 2019 for the benefit of the permanent employees and/or directors of the Company and/or its holding (if any, in future) and subsidiary company(ies), but excluding independent directors and any employee who is a promoter or belonging to the promoter group.

Compensation to the non-executive (including independent) directors reflects the time, effort, attendance and participation of such directors in Board and committee meetings. Payment to them is linked to their attendance.

Information supplied to the Board

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the Company, especially those which require deliberation at the highest level. Presentations are also made to the Board by different functional heads on important matters from time to time. Directors have separate and independent access to the officers of the Company. In addition to such items as required to be placed before the Board for its noting and/or approval, information is provided on various other significant items as well.

In terms of quality and importance, the information supplied by the management to the Board of the Company is far ahead of the list mandated under regulation 17(7) read with Part A of Schedule II to the SEBI Listing Regulations.

The independent directors of the Company at their meeting held on 15 March 2022 have expressed satisfaction on the quality, quantity and timeliness of flow of information between the Company's management and the Board and have confirmed that these significantly aid the Board to effectively and reasonably perform its duties.

Pursuant to various regulatory requirements, and in compliance with applicable laws, and keeping in view the business requirements, the Board is, *inter-alia*, apprised on the following:

- Business plans, forecast and strategic initiatives.
- Capital expenditure and updates.
- Internal financial controls.
- Succession planning and organisation structure.
- Details of incidence of frauds and corrective action taken thereon.
- Performance of subsidiaries.
- Status of compliances with Companies Act, 2013, SEBI regulations and shareholder related matters.
- Various policies framed by Company from time to time.
- Risk management system, risk management policy and strategy followed.
- Compliance with corporate governance standards.
- Minutes of meetings of risk management and other Board committees.
- Compliance with fair practices code.
- Changes in regulatory landscape.

To leverage technology and move towards paperless systems, the Company has, since several years, adopted a web-based application for transmitting Board/committee meetings papers. Directors of the Company receive Board papers in electronic form through this application. This application meets high standards of security and integrity required for storage and transmission of Board/committee papers in electronic form.

Directors and officers liability insurance (D&O policy)

The Company has in place a D&O policy which is renewed every year. It covers directors (including independent directors) of the Company. The Board is of the opinion that the quantum and risks presently covered are adequate.

Orderly succession to Board and senior management

One of the key functions of the Board of directors is selecting, compensating, monitoring, and when necessary, replacing key managerial personnel and overseeing succession planning.

Pursuant to regulation 17(4) of the SEBI Listing Regulations, the framework of succession planning for the Board and senior management is placed before the Board for its review. During the year under review, the Board of the Company satisfied itself that plans are in place for orderly succession of such appointments.

Directorships and memberships of Board committees

Details of directorships and memberships in the various committees as held by the directors of the Company are given in Table 2.

Table 2: Number of directorships/committee positions of directors as on 31 March 2022

| Name of the director | Directorships | | | Committee positions in listed and unlisted public limited companies | |
|----------------------|----------------------------|--------------------------------------|------------------------------|---|-------------|
| | In equity listed companies | In unlisted public limited companies | In private limited companies | As member (including as chairman) | As chairman |
| Niraj Bajaj | 4 | 5 | 9 | 2 | 1 |
| Madhur Bajaj | 5 | – | 4 | – | – |
| Rajiv Bajaj | 5 | 2 | 5 | – | – |
| Sanjiv Bajaj | 5 | 5 | 10 | 8 | – |
| Shekhar Bajaj | 4 | 5 | 5 | 4 | 1 |
| D J Balaji Rao | 4 | – | – | 3 | 1 |
| Dr. Gita Piramal | 4 | – | 2 | 7 | 3 |
| Pradeep Shrivastava | 1 | – | – | – | – |
| Dr. Naushad Forbes | 5 | 1 | 10 | 7 | 1 |
| Anami N. Roy | 6 | 3 | 2 | 8 | 4 |
| Rakesh Sharma | 1 | 2 | – | – | – |
| Ms. Lila Poonawalla | 2 | 6 | 2 | 6 | 4 |
| Pradip Shah | 7 | 1 | 7 | 6 | 3 |
| Abhinav Bindra | 1 | 1 | 7 | – | – |

Notes: None of the directors holds office as a director, including as alternate director, in more than 20 companies at the same time. None has directorships in more than 10 public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded.

For the purpose of considering the limit of the committees in which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Act have been excluded. Only audit committees and stakeholders' relationship committees are considered for the purpose of reckoning committee positions.

As per declarations received, none of the directors serves as an independent director in more than seven equity listed companies or in more than three equity listed companies in case he or she is a whole-time director in any listed company. Further, the managing director of Bajaj Auto does not serve as an independent director in any equity listed company.

None of the directors was a member in more than 10 committees, nor a chairperson in more than five committees across all companies in which he/she was a director.

Notwithstanding the number of directorships, as has been highlighted herein, the outstanding attendance record and participation of the directors in Board and committee meetings indicate their commitment and ability to devote adequate time to their responsibilities as the Company's fiduciaries.

Directorships held by directors in equity listed companies

Table 3 gives the names of equity listed entities where directors of Bajaj Auto held directorships.

Table 3: Name of equity listed entities where directors of the Company held directorships as on 31 March 2022

| Name of director | Name of listed entities | Category |
|-------------------------|-------------------------------------|---|
| Niraj Bajaj | a) Bajaj Auto Ltd. | Chairman, non-executive |
| | b) Mukand Ltd. | Chairman and Managing Director, executive |
| | c) Mukand Engineers Ltd. | Non-executive |
| | d) Bajaj Holdings & Investment Ltd. | Vice-Chairman, non-executive |
| Madhur Bajaj | a) Bajaj Auto Ltd. | Vice-Chairman, non-executive |
| | b) Bajaj Finserv Ltd. | Non-executive |
| | c) Bajaj Finance Ltd. | Non-executive |
| | d) Bajaj Holdings & Investment Ltd. | Non-executive |
| | e) Bajaj Electricals Ltd. | Non-executive |
| Rajiv Bajaj | a) Bajaj Auto Ltd. | Managing Director and CEO, executive |
| | b) Bajaj Finserv Ltd. | Non-executive |
| | c) Bajaj Finance Ltd. | Non-executive |
| | d) Bajaj Holdings & Investment Ltd. | Non-executive |
| | e) Bajaj Electricals Ltd. | Non-executive |
| Sanjiv Bajaj | a) Bajaj Auto Ltd. | Non-executive |
| | b) Bajaj Finance Ltd. | Chairman, non-executive |
| | c) Bajaj Finserv Ltd. | Chairman and Managing Director and CEO, executive |
| | d) Bajaj Holdings & Investment Ltd. | Managing Director and CEO, executive |
| | e) Maharashtra Scooters Ltd. | Chairman, non-executive |
| Shekhar Bajaj | a) Bajaj Auto Ltd. | Non-executive |
| | b) Bajaj Electricals Ltd. | Chairman and Managing Director, executive |
| | c) Hercules Hoists Ltd. | Chairman, non-executive |
| | d) Bajaj Holdings & Investment Ltd. | Chairman, non-executive |
| D J Balaji Rao | a) Bajaj Auto Ltd. | Non-executive, independent |
| | b) Bajaj Finserv Ltd. | Non-executive, independent |
| | c) Bajaj Finance Ltd. | Non-executive, independent |
| | d) Bajaj Holdings & Investment Ltd. | Non-executive, independent |

Table 3: Name of equity listed entities where directors of the Company held directorships as on 31 March 2022 (Contd.)

| Name of director | Name of listed entities | Category |
|-------------------------|---|--------------------------------------|
| Dr. Gita Piramal | a) Bajaj Auto Ltd. | Non-executive, independent |
| | b) Bajaj Finserv Ltd. | Non-executive, independent |
| | c) Bajaj Finance Ltd. | Non-executive, independent |
| | d) Bajaj Holdings & Investment Ltd. | Non-executive, independent |
| Pradeep Shrivastava | a) Bajaj Auto Ltd. | Executive |
| Dr. Naushad Forbes | a) Bajaj Auto Ltd. | Non-executive, independent |
| | b) Bajaj Finserv Ltd. | Non-executive, independent |
| | c) Bajaj Holdings & Investment Ltd. | Non-executive, independent |
| | d) Bajaj Finance Ltd. | Non-executive, independent |
| | e) Zodiac Clothing Company Ltd. | Non-executive, independent |
| Anami N. Roy | a) Bajaj Auto Ltd. | Non-executive, independent |
| | b) Bajaj Finserv Ltd. | Non-executive, independent |
| | c) Bajaj Holdings & Investment Ltd. | Non-executive, independent |
| | d) Bajaj Finance Ltd. | Non-executive, independent |
| | e) Glaxosmithkline Pharmaceuticals Ltd. | Non-executive, independent |
| | f) Finolex Industries Ltd. | Non-executive, independent |
| Rakesh Sharma | a) Bajaj Auto Ltd. | Executive |
| Ms. Lila Poonawalla | a) Bajaj Auto Ltd. | Non-executive, independent |
| | b) Maharashtra Scooters Ltd. | Non-executive, independent |
| Pradip Shah | a) Bajaj Auto Ltd. | Non-executive, independent |
| | b) Kansai Nerolac Paints Ltd. | Chairman, non-executive, independent |
| | c) Pfizer Ltd. | Chairman, non-executive, independent |
| | d) KSB Ltd. | Non-executive, independent |
| | e) BASF India Ltd. | Chairman, non-executive, independent |
| | f) Sonata Software Ltd. | Chairman, non-executive, independent |
| | g) Bajaj Holdings & Investment Ltd. | Non-executive, independent |
| Abhinav Bindra | a) Bajaj Auto Ltd. | Non-executive, independent |

Certificate from practising Company Secretary

The Company has received a certificate from Shyamprasad D Limaye, practising Company Secretary to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority. This certificate forms part of this report.

Review of legal compliance reports

The Board periodically reviews compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the management.

Code of conduct

Regulation 17(5) of the SEBI Listing Regulations, requires listed companies to lay down a code of conduct for its directors and senior management, incorporating duties of directors as laid down in the Act.

The Board at its meeting held on 15 September 2014 adopted a revised code of conduct for all directors and senior management of the Company which has been placed on the Company's website <https://www.bajajauto.com/investors/policies-codes>

All directors and senior management personnel have affirmed compliance with the code for FY2022. A declaration to this effect signed by the Managing Director and CEO is given in this annual report.

Maximum tenure of independent directors

The maximum tenure of independent directors is in accordance with the Act and regulation 25(2) of the SEBI Listing Regulations.

Formal letter of appointment to independent directors

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Act. As per regulation 46(2) of the SEBI Listing Regulations, the terms and conditions of appointment of independent directors are on the Company's website www.bajajauto.com/investors/miscellaneous

Performance evaluation of the Board, its committees, the chairman and the directors

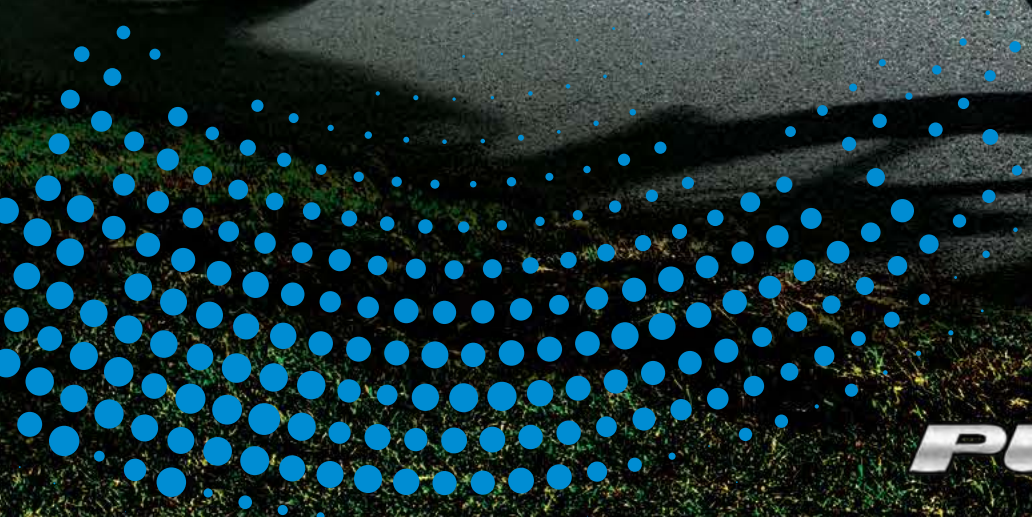
Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board has carried out an annual performance evaluation of its own performance and that of its committees, chairman and individual directors.

The manner in which formal annual evaluation of performance was made by the Board is given below:

- The nomination and remuneration committee at its meeting held on 15 March 2017, approved the revised criteria for such an evaluation. This is available on the website of the Company at <https://www.bajajauto.com/investors/policies-codes>
- The Company sent an email which informed directors regarding the automated process to carry out annual performance evaluation through an IT platform called 'HR Craft'.
- From the individual ratings received from the directors, a report on summary of the ratings in respect of performance evaluation of the Board, committees, the chairman and directors for FY2022 and a consolidated report thereof were arrived at.
- This report was then discussed and noted by the Board at its meeting held on 15 March 2022.
- The nomination and remuneration committee reviewed the implementation and compliance of the performance evaluation at its meeting held on 15 March 2022. Based on the report of performance evaluation, the Board and nomination and remuneration committee at their meetings held on 15 March 2022, determined as required under law that the appointment of independent directors may continue.



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- Details on the evaluation of Board, non-independent directors and Chairperson of the Company as carried out by the independent directors at their meeting held on 15 March 2022 have been furnished in a separate para elsewhere in this Report.
- During FY2022, the criteria and the process followed by the Company were reviewed by the nomination and remuneration committee and the Board and were found in order.

Remuneration policy

On the recommendation of the nomination and remuneration committee, the Board has framed a remuneration policy. This policy, *inter-alia*, provides (a) the criteria for determining qualifications, positive attributes and independence of directors (b) a policy on remuneration for directors, key managerial personnel and other employees and (c) details of the employee stock option scheme. The policy is directed towards a compensation philosophy and structure that will reward and retain talent and provides for a balance between fixed and incentive pay, reflecting short and long-term performance objectives appropriate to the working of the Company and its goals. This remuneration policy is placed on the Company's website <https://www.bajajauto.com/investors/policies-codes>

Board diversity policy

In compliance with the SEBI Listing Regulations, the Board, through its nomination and remuneration committee, has devised a policy on Board diversity. The objective of this policy is to ensure that the Board comprises an adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The Board composition as at present meets with the above objective.

Familiarisation programme

To familiarise independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, the Company has held various programmes for the independent directors throughout the year on an ongoing and continuous basis. Details of these are placed on <https://www.bajajauto.com/investors/policies-codes>

During FY2022, the directors were updated extensively on the following through presentations at Board meetings:

- Risk Management Framework including Business and Operational risks, Financial risks and Information risks.
- Updates on Domestic Motorcycle business, Domestic three-wheeler and Qute business, Export business, Budget and Volume Opportunities for KTM, Husqvarna and EV Markets.

Whistle blower policy/Vigil mechanism

Pursuant to section 177(9) of the Act, regulation 22 of the SEBI Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Board at its meeting held on 13 March 2019 amended the existing whistle blower policy.

The whistle blower policy/vigil mechanism provides a route for directors/employees to report, without fear of victimisation, any unethical behaviour, suspected or actual fraud, violation of the Company's code of conduct and instances of leak of unpublished price sensitive information, which are detrimental to the organisation's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimisation or any other unfair employment practice.

The policy is placed on the Company's website <https://www.bajajauto.com/investors/policies-codes>

The directors in all cases and employees in appropriate cases have direct access to the chairman of the audit committee. The Company affirms that no employee has been denied access to the audit committee, which is charged with overseeing this policy.

During the year, no complaint was received under the above mechanism.

Dividend distribution policy

The Company has adopted a dividend distribution policy. The Board at its meeting held on 17 March 2021 amended the existing dividend distribution policy. More particulars are given in the Directors' Report.

Subsidiary companies

The Company has five overseas subsidiaries, viz. PT Bajaj Auto Indonesia, Bajaj Auto International Holdings BV, Netherlands, Bajaj Auto (Thailand) Ltd., Thailand, Bajaj Auto Spain, S. L. and Bajaj Do Brasil Comercio De Motocicletas LTDA and two Indian subsidiaries viz. Chetak Technology Ltd. and Bajaj Auto Consumer Finance Ltd. These are not 'material subsidiaries' as defined under regulation 16(1)(c) of the SEBI Listing Regulations.

The revised policy on 'material subsidiaries' in terms of regulation 16(1)(c) of the SEBI Listing Regulations as approved by the Board at its meeting held on 13 March 2019 is placed on <https://www.bajajauto.com/investors/policies-codes>

Provisions to the extent applicable and as required under regulation 24 of the SEBI Listing Regulations with reference to subsidiary companies were duly complied with.

During the year, the audit committee reviewed the financial statements (in particular, the investments made) of its unlisted subsidiary companies, to the extent applicable. Minutes of the Board meetings of the subsidiary companies as well as a statement of significant transactions and arrangements entered into by the subsidiaries, as applicable, were regularly placed before the Board of the Company.

Related party transactions

All related party transactions (RPTs) which were entered into by the Company during the year under review, were on arms' length basis and in the ordinary course of business, did not attract provisions of section 188 of the Act and were also not material RPTs as per regulation 23 of the SEBI Listing Regulations.

All RPTs during FY2022 were entered into with the approval of the audit committee. On a quarterly basis, details of such transactions were placed before the audit committee for noting/review.

A statement showing the disclosure of transactions with related parties as required under Indian Accounting Standard 24 (Ind-AS 24) is set out separately in this Annual Report. Disclosures relating to RPTs on a half-yearly basis are filed with the stock exchanges. There were no material transactions entered into with related parties, during the period under review, which may have had any potential conflict with the interests of the Company.

During the year under review, SEBI made substantial amendments in the matter relating to RPTs.

The revised policy on materiality of RPTs stipulating threshold limits and also on dealing with RPTs including material modifications definitions which was approved by the Board at its meeting held on 15 March 2022, pursuant to the amended SEBI Listing Regulations, has been placed on the Company's website <https://www.bajajauto.com/investors/policies-codes>

Disclosures

Suitable disclosures have been made in the financial statements, together with the management's explanation in the event of any treatment being different from that prescribed in the Ind-AS.

Core skills/Expertise/Competencies

As stipulated under Schedule V of the SEBI Listing Regulations, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of directors.

As a green initiative, the chart/matrix of such core skills/expertise/competence along with the names of directors who possess such skills has been placed on the Company's website <https://www.bajajauto.com/investors/policies-codes>

Audit Committee

The Company has constituted an audit committee. The Board reviews the working of the Committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Act and the SEBI Listing Regulations.

In compliance with the provisions of the Act and the SEBI Listing Regulations, all members of the audit committee are independent, non-executive directors, are financially literate and have accounting or related financial management expertise.

Pursuant to provisions of the SEBI Listing Regulations, as amended, the terms of reference of the committee were revised by the Board at its meeting held on 13 March 2019. The revised terms of reference are in accordance with the Act and the SEBI Listing Regulations. These are on the Company's website <https://www.bajajauto.com/investors/policies-codes>

Meetings and attendance

During FY2022, the audit committee met five times: 29 April 2021, 22 July 2021, 27 October 2021, 19 January 2022 and 15 March 2022. These meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two such meetings.

In addition to members of the audit committee, these meetings were attended by the heads of finance and internal audit functions and the statutory auditor of the Company and such executives who were considered necessary for providing inputs to the committee.

The company secretary acted as the secretary to the audit committee.

Table 4: Composition of the audit committee and attendance of members for FY2022

| Name of director | Category | No. of meetings attended |
|--------------------|--------------------------------------|--------------------------|
| Anami N. Roy | Chairman, non-executive, independent | 5/5 |
| D J Balaji Rao | Non-executive, independent | 5/5 |
| Dr. Gita Piramal | Non-executive, independent | 4/5 |
| Dr. Naushad Forbes | Non-executive, independent | 5/5 |

The audit committee, *inter-alia*, discussed and deliberated on the financial results, appointment/re-appointment of statutory auditors, review of internal audit functions, review and approval of RPTs including granting of omnibus approval for the proposed transactions, review of investment-related reports of the Company, utilisation of loans and/or advances from/investment by the Company in subsidiaries, etc.

Anami N. Roy, chairman of the audit committee, was present at the Company's annual general meeting held on 22 July 2021.

Nomination and remuneration committee

The Company has constituted a nomination and remuneration committee. During the year under review, SEBI vide notification dated 3 August 2021 made certain amendments in the matter relating to role of nomination and remuneration committee to take effect from 1 January 2022. Hence, its terms of reference were revised by the Board at its meeting held on 19 January 2022.

The committee also acts as a compensation committee for implementation of the Bajaj Auto Employee Stock Option Scheme 2019.

The detailed terms of reference of the committee have been placed on the Company's website <https://www.bajajauto.com/investors/policies-codes>

During FY2022, the committee met three times: 29 April 2021, 22 July 2021 and 15 March 2022.

Table 5: Composition of nomination and remuneration committee and attendance of its members for FY2022

| Name of director | Category | No. of meetings attended |
|-------------------------|--------------------------------------|---------------------------------|
| D J Balaji Rao | Chairman, non-executive, independent | 3/3 |
| Rahul Bajaj * | Non-executive, non-independent | 0/1 |
| Dr. Naushad Forbes | Non-executive, independent | 3/3 |
| Dr. Gita Piramal | Non-executive, independent | 2/3 |
| Niraj Bajaj** | Non-executive, non-independent | 2/2 |

* Ceased to be a member of the committee w.e.f. 30 April 2021

** Appointed as a member of the committee w.e.f. 1 May 2021

The company secretary acted as the secretary to this committee.

As provided under the terms of reference of the nomination and remuneration committee, the members, *inter-alia*, deliberated on the following:

- i) Noting of the resignation of Rahul Bajaj as Non-executive Chairman and conferring the status and title of Chairman Emeritus to Rahul Bajaj w.e.f. 1 May 2021 and approving payment and facilities to be extended to him
- ii) Recommendation for payment of special commission to Rahul Bajaj as Non-executive Chairman for the year 2021-22 (only one month upto 30 April 2021)
- iii) Approval for second grant of stock options under Bajaj Auto Employee Stock Option Scheme 2019
- iv) Recommendation for renewal of approval of payment of commission to Non-executive Directors
- v) Noting and approval of commission payable to Rajiv Bajaj, Managing Director and CEO for the year 2020-21
- vi) Noting of resignation of Dr. Omkar Goswami
- vii) Recommendation of remuneration payable to senior management
- viii) Consideration of revision in the remuneration payable to Executive Directors effective from 1 April 2021
- ix) Consideration of revision in the remuneration payable to Managing Director effective from 1 April 2021
- x) Changes to Agreements of Managerial Personnel
- xi) Noting of revised terms of reference of the committee
- xii) Noting of the sad demise of Rahul Bajaj and recommendation for remuneration to Late Rahul Bajaj as Chairman Emeritus for the period 1 May 2021 to 12 February 2022
- xiii) Noting of appointment of Dinesh Thapar as Chief Financial Officer and Key Managerial Personnel of the Company and terms of appointment
- xiv) To review the implementation and compliance of effective evaluation of performance of Board, its committees, chairperson and individual directors

D J Balaji Rao, chairman of the nomination and remuneration committee, was present at the annual general meeting of the Company held on 22 July 2021.

Bajaj Auto Employee Stock Option Scheme 2019 (BAL-ESOS 2019)

BAL-ESOS 2019 has been formulated by the nomination and remuneration committee of the Board to provide competitive remuneration opportunities to employees of the Company, through annual and long-term incentive plans. It was approved by the Board at its meeting held on 30 January 2019, and by members of the Company by a special resolution through postal ballot on 13 March 2019.

Risk management committee

The Company has a risk management committee, the composition of which is given in Table 6 below. The terms of reference of this committee were revised by the Board at its meeting held on 22 July 2021.

SEBI, vide its notification dated 5 May 2021, has brought into force various amendments in SEBI Listing Regulations. One of the amendments pertains to the role of the risk management committee.

As per regulation 21, read with Schedule II – Part D, the role of the committee shall, *inter-alia*, include the following:

1. To formulate a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the Board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the risk management committee;
7. The risk management committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of directors.

The detailed terms of reference of the committee have been placed on the Company's website <https://www.bajajauto.com/investors/policies-codes>

The Company has a Board-approved risk management framework. The committee and the Board periodically review the company's risk assessment and minimisation procedures to ensure that management identifies and controls risk through a properly defined framework.

In the year, the Company neither traded in nor had any exposure in commodities markets.



KTM

During FY2022, the committee met two times: 27 October 2021 and 15 March 2022. The frequency of the meetings has been maintained to have a closer oversight of the risk management practices and to meet the amended SEBI Listing Regulations.

Table 6: Composition of the risk management committee and attendance record of its members for FY2022

| Name of director | Category | No. of meetings attended |
|------------------|--------------------------------------|--------------------------|
| Anami N. Roy | Chairman, non-executive, independent | 2/2 |
| D J Balaji Rao | Non-executive, independent | 2/2 |
| Soumen Ray* | Chief Financial Officer | 1/1 |
| Rakesh Sharma** | Executive | 1/1 |

* Ceased to be a member of the committee w.e.f. 21 December 2021

** Appointed as a member of the committee w.e.f. 19 January 2022

Stakeholders' relationship committee

The Company has a stakeholders' relationship committee to specifically oversee shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends etc. The terms of reference of the committee were revised by the Board at its meeting held on 13 March 2019. These have been placed on the Company's website <https://www.bajajauto.com/investors/policies-codes>

During FY2022, the committee met on 19 January 2022 to review the status of investors' services rendered. At the meeting, the committee also discussed on matters that can facilitate better investor services and relations. The Board was apprised of all the major developments on investors' issues through various reports and statements furnished to the Board from time to time throughout the year.

Table 7: Composition of stakeholders' relationship committee and attendance record of members for FY2022

| Name of director | Category | Attendance at the meeting held on 19 January 2022 |
|--------------------|--------------------------------------|---|
| D J Balaji Rao | Chairman, non-executive, independent | Yes |
| Dr. Gita Piramal | Non-executive, independent | Yes |
| Dr. Omkar Goswami* | Non-executive, independent | NA |
| Niraj Bajaj** | Non-executive, non-independent | Yes |

* Ceased to be a member of the committee w.e.f. 9 July 2021

** Appointed as a member of the committee w.e.f. 22 July 2021

The company secretary acts as the compliance officer and as the secretary to the committee. The secretarial auditor was also present at the meeting.

The committee expressed its satisfaction on the overall status of compliance and actions taken on various investor-related matters.

D J Balaji Rao, chairman of the stakeholders' relationship committee, was present at the annual general meeting of the Company held on 22 July 2021.

Table 8: Investors' complaints attended and resolved during FY2022

| Investors' complaints | Attended/resolved during the year |
|--------------------------------------|--|
| Pending at the beginning of the year | – |
| Received during the year | 12 |
| Disposed of during the year | 12 |
| Pending at the end of the year | – |

Pursuant to regulation 39(4) of the SEBI Listing Regulations for dealing with physical unclaimed shares, the Company has a demat account with HDFC Bank, titled 'Bajaj Auto Ltd.-Unclaimed Suspense Account', to which all the unclaimed shares stand transferred. Details on this subject and on shareholders' related matters have been furnished in the chapter on *General Shareholder Information*.

Duplicate share certificate issuance committee

To meet the requirement of section 46 of the Act, read with rule 6 of the Companies (Share Capital and Debentures) Rules, 2014 and regulation 39 of the SEBI Listing Regulations, the Company has a duplicate share certificate issuance committee to approve issuing of duplicate share certificate in lieu of original share certificate(s) that were lost or misplaced, the composition of which is given in Table 9 below.

As a measure to enhance ease of dealing in securities market by the investors, SEBI through its circular dated 25 January 2022 has mandated listed entities to issue of securities in dematerialised form only while processing any service request including issue of duplicate share certificate.

Table 9: Composition of the duplicate share certificate issuance committee and attendance record of its members for FY2022

| Name of director | Category | Attendance at the meeting held on 19 January 2022 |
|-------------------------|--------------------------------------|--|
| Rajiv Bajaj | Managing Director and CEO, executive | No |
| Pradeep Shrivastava | Whole-time Director, executive | Yes |
| Rakesh Sharma | Whole-time Director, executive | Yes |

Independent directors' meeting

In compliance with Schedule IV to the Act and regulation 25(3) of the SEBI Listing Regulations, the independent directors held their separate meeting on 15 March 2022, without the attendance of non-independent directors and members of management, to discuss the following:

- i) Noting of the report of performance evaluation of Board and its committees for 2021-22, sent by the Chairman of the Board.
- ii) Review the performance of non-independent directors and the Board as a whole.
- iii) Review the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors.
- iv) Assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- v) Noting and review of the informal meeting with senior management.

All independent directors were present at the meeting.

The independent directors present elected Dr. Naushad Forbes as Chairman for the meeting, deliberated on the above and expressed their satisfaction on each of the above matters.

In addition, the independent directors had separate meeting with senior management regarding its views pertaining to the business and functions.

Remuneration of directors

Pecuniary relationship/transaction with non-executive directors

During the year, there was no pecuniary relationship or transaction with any non-executive director of the Company, apart from their remuneration as directors.

The register of contracts is maintained by the Company pursuant to section 189 of the Act. This is signed by all the directors present at respective Board meetings.

Criteria of making payments to non-executive directors

As stated earlier, the remuneration policy disclosing the criteria of making payments to directors, key managerial personnel and employees is placed on the Company's website <https://www.bajajauto.com/investors/policies-codes>

Non-executive directors

As stated earlier in this report, non-executive directors are paid sitting fees and commission.

Executive directors

During the year, the Company paid remuneration to Rajiv Bajaj, Managing Director and CEO and Pradeep Shrivastava and Rakesh Sharma, executive directors of the Company as provided in detail in Form MGT-7, i.e. the annual return. The same can be accessed at <https://www.bajajauto.com/investors/financial-and-operational-performance>

Executive directors are entitled to superannuation benefits payable in the form of an annuity from an approved life insurance company, which form part of the prerequisites allowed to them. No pension is paid by the Company.

Details of remuneration to directors

As stated elsewhere in this report, the Company has adopted the Bajaj Auto Employee Stock Option Scheme 2019 for the benefit of the permanent employees and/or directors of the Company and/or its holding (if any, in future) and subsidiary Company(ies), but excluding independent directors and any employee who is a promoter or belongs to the promoter group.

During the year, none of the directors was paid any performance-linked incentive, apart from Pradeep Shrivastava and Rakesh Sharma, who are executive directors.

In FY2022, the Company did not advance any loans to any of the non-executive directors and/or the managing director. Details of remuneration paid/payable to non-executive directors for the year are provided in Form MGT-7, i.e. the annual return, which is available on the website of the Company at <https://www.bajajauto.com/investors/financial-and-operational-performance>



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Management

Management discussion and analysis

This is given as separate chapter in the Annual Report.

Disclosure of material transactions

Pursuant to regulation 26(5) of the SEBI Listing Regulations, senior management has made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company. There was only one case involving a member of the senior management. In this instance, the disclosure was discussed, reviewed and found in order by the Board.

Compliances regarding insider trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, ('SEBI PIT Regulations') the Company has a Board approved code of conduct to regulate, monitor and report trading by insiders ('Code of Conduct') and a code of practices and procedures for fair disclosure of unpublished price sensitive information ('Code of Fair Disclosure').

Wherever non-compliance by an employee concerned was observed, penalty was levied and the amount was remitted to the stipulated fund.

By frequent communication, the Company makes designated employees conversant of the obligations under the insider trading regulations.

The status of compliance with SEBI PIT Regulations is also reviewed by audit committee and Board.

Means of communication

Quarterly, half-yearly and annual financial results and other public notices issued for the shareholders are published in numerous leading dailies, such as Financial Express, Business Standard, Kesari, Mint and Hindu Business Line. An official press release is also issued.

The Company also sends its half-yearly financial results along with a detailed write-up to shareholders.

The Company website, www.bajajauto.com, contains all important public domain information including presentations, if any, made to the media, analysts and institutional investors. It contains information as prescribed under the Act and SEBI Listing Regulations including details of the corporate contact persons and share transfer agent of the Company, shareholding pattern etc.

Section 20 and 136 of the Act, read with Companies (Accounts) Rules, 2014 permit companies to service delivery of documents electronically at the registered members'/shareholders' email addresses.

During the year under review, the Company sent documents, such as notice calling the general meeting, audited financial statements, directors' report, auditors' report, credit of dividend intimation letters, etc. in electronic form at the email addresses provided by the shareholders and made available by them to the Company through the depositories. Shareholders desiring to receive the said documents in physical form continued to get these physically upon request.

All financial and other vital official news releases and documents under the SEBI Listing Regulations are also communicated to the concerned stock exchanges, besides being placed on the Company's website.

Information on general body meetings and special resolution(s) passed

During the previous three years, the annual general meetings (AGM) of the Company were held at the registered office at Mumbai-Pune Road, Akurdi, Pune 411 035 on the following dates and time. In these, the following special resolutions were passed:

| Details of AGM | Date and time of AGM | Details of special resolution(s) passed at the AGM, if any |
|---------------------|-------------------------------|--|
| 12th AGM | 26 July 2019 at 12.15 p.m. | <ol style="list-style-type: none"> 1. Approval of appointment of Rakesh Sharma as a Whole-time Director, with the designation as Executive Director 2. Appointment of Smt. Lila Firoz Poonawalla as an Independent Director of the Company for a term of five consecutive years with effect from 1 April 2019 (age over 75 years) 3. Re-appointment of Nanoo Gobindram Pamnani as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019 4. Re-appointment of Balaji Rao Jagannathrao Doveton as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019 5. Maintaining the number of maximum directors of the Company |
| 13th AGM (e-AGM) | 22 July 2020 at 12.15 p.m. | <ol style="list-style-type: none"> 1. Re-appointment of Rajivnayan Rahul Kumar Bajaj as Managing Director and Chief Executive Officer of the Company for a period of five years with effect from 1 April 2020 2. Re-appointment of Dr. Gita Piramal as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2020 |
| 14th AGM (e-AGM) | 22 July 2021 at 12.15 p.m. | <ol style="list-style-type: none"> 1. Re-appointment of Pradeep Shrivastava as Whole-time Director of the Company for a period of five years with effect from 1 April 2021 2. Approval for payment of commission to Non-executive Directors for a period of five years commencing from 1 April 2021 |

All resolutions proposed by the Board have been passed with requisite majority by the shareholders.

Postal ballot

No resolution of shareholders was passed through postal ballot during the year under review.

Details of capital market non-compliance, if any

There was no non-compliance of any legal requirements; nor has there been any penalty or structure imposed on the Company by any stock exchange, SEBI or any statutory authority on any matter related to capital markets during the last three years.

Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

This disclosure is given in the Directors' Report.

Compliance certificate

The Managing Director and CEO and the CFO have certified to the Board regarding the financial statements and other such matters as required under regulation 17(8) read with Part B of Schedule II to the SEBI Listing Regulations.

Report on corporate governance

This chapter, read together with the information given in the Directors' Report and the chapters on *Management Discussion and Analysis* and *General Shareholder Information*, constitute the compliance report on corporate governance during FY2022. The Company has been regularly forwarding the quarterly compliance report to the stock exchanges as required under regulation 27(2) of the SEBI Listing Regulations.

Statutory auditors

S R B C & CO LLP are the statutory auditors of the Company. Total fees paid by the Company and its subsidiaries, on a consolidated basis to the auditors including all entities in their network firm/entity of which they are a part is given below:

(₹ In Crore)

| Sr. No. | Particulars | Statutory Audit Fee | Other Services |
|---------|--|---------------------|----------------|
| 1 | Bajaj Auto Ltd. | 1.80 | 2.17 |
| 2 | PT. Bajaj Auto Indonesia | - | - |
| 3 | Bajaj Auto International Holdings BV, Netherland | - | - |
| 4 | Bajaj Auto (Thailand) Ltd. | 0.05 | - |
| 5 | Chetak Technology Ltd. | 0.01 | - |
| 6 | Bajaj Auto Spain, S. L. | - | - |
| 7 | Bajaj Do Brasil Comercio De Motocicletas LTDA | - | - |

Auditors' certificate on corporate governance

The Company has obtained the certificate from its statutory auditors regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the SEBI Listing Regulations. This is annexed to the Directors' Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

Compliance of mandatory and discretionary requirements

Mandatory

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations.

Discretionary

The Company has also complied with the discretionary requirements as under:

1. The Board

A Chairman's office has been made available for the non-executive Chairman. He is allowed reimbursement of expenses incurred in performance of his duties.

2. Shareholder rights

A half-yearly declaration of financial performance including summary of significant events in the preceding six months is sent to each household of shareholders.

3. Modified opinion(s) in audit report

The Company confirms that its financial statements are with unmodified audit opinion.

4. Reporting of the Internal Auditor

The internal auditor reports directly to the audit committee.

GENERAL SHAREHOLDER INFORMATION

15th Annual General Meeting (AGM)

| | |
|----------------|--|
| Date | 26 July 2022 |
| Time | 2.00 p.m. |
| Venue/Mode | The Company is conducting meeting through video conferencing (VC) / other audio-visual means (OAVM) pursuant to Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) circulars. For details, please refer to the Notice of AGM. |
| Financial Year | 1 April to 31 March |

Pursuant to the applicable MCA & SEBI Circulars, as in the previous year, the annual report of the Company for the year 2021-22 along with the notice of AGM are being sent by email to the members, and all other persons / entities entitled to receive the same and the 15th AGM will be convened through VC or OAVM. The Company has also made arrangements for those shareholders who have not yet registered their email address to get the same registered by following the procedure prescribed in the notice of AGM.

Financial calendar

| | |
|---|------------------------|
| Approval of audited annual results for year ending 31 March | April/May |
| Mailing of annual reports | June |
| Annual general meeting | July |
| Unaudited first quarter financial results | July |
| Unaudited second quarter financial results | October |
| Unaudited third quarter financial results | January/early February |

Share transfer agent

The Company appointed Karvy Computershare Pvt. Ltd., as its registrar and share transfer agent. Accordingly, processing of share transfer/dematerialisation/rematerialisation and allied activities were outsourced to it with effect from 10 July 2008.

All operations of Karvy Computershare Pvt. Ltd. were transferred to Karvy Fintech Pvt. Ltd. with effect from 17 November 2018. The name of Karvy Fintech Pvt. Ltd. was changed to KFin Technologies Pvt. Ltd. (KFin) with effect from 5 December 2019. Further pursuant to conversion of status from private limited company to public limited company, the name of KFin Technologies Pvt. Ltd. was changed to KFin Technologies Ltd. (KFin) with effect from 24 February 2022. All share registry services are now handled by KFin.

All physical transfers (to the extent permitted), transmission, transposition, issue of duplicate share certificate(s), issue of demand drafts in lieu of dividend warrants, etc. as well as requests for dematerialisation/rematerialisation are being processed in periodical cycles at KFin. Work related to dematerialisation/rematerialisation is handled by KFin through connectivity with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Date of record date

The Company has fixed Friday, 1 July 2022 as the 'Record Date' for the purpose of determining the members eligible to receive dividend for the financial year 2021-22.

Dividend and date of dividend payment

The Board of Directors has proposed a dividend of ₹ 140 per equity share (1400%) of the face value of ₹ 10 for the financial year 2021-22, subject to approval of members at the ensuing AGM as against ₹ 140 per equity share (1400%) for the previous year.

Dividend on equity shares, if declared, at the AGM, will be credited/dispatched on 30 July 2022, as under:

- a) to all those shareholders holding shares in physical form, as per the details provided to the Company by the share transfer agent of the Company i.e., KFin, as on closing hours on Friday, 1 July 2022; and
- b) to all those beneficial owners holding shares in electronic form as per beneficial ownership details provided to the Company by NSDL and CDSL, as of the closing hours of the day on Friday, 1 July 2022

Payment of dividend

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations, 2015) read with SEBI circular dated 20 April 2018, require companies to use any electronic mode of payment approved by the Reserve Bank of India (RBI) for making payment to shareholders. Accordingly, the dividend, if declared, will be paid through electronic mode, where the bank account details of members are available. Where dividend payments are made through electronic mode, intimation regarding such remittance will be sent separately to the shareholders.

In cases where the dividend cannot be paid through electronic mode, it will be paid by account payee non-negotiable instruments/warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on such payment instruments.

Pursuant to the circular mentioned above, the Company has written to shareholders holding shares in physical form requesting them to furnish details regarding their PAN and also their bank details for payment of dividend through electronic mode. Those shareholders who are yet to respond to the Company's appeal in this regard are again requested to take action on this matter at the earliest.

Members are requested to submit PAN, contact details, Bank account details and specimen signature (as applicable) to their Depository Participant (DP) in case of holding in dematerialised form or to KFin (through Form ISR-1, Form ISR-2) in case of holdings in physical form. The said forms can be downloaded from the website of the Company at <https://www.bajajauto.com/investors/miscellaneous> and RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx>

To enable payment of dividend through electronic mode, members holding shares in physical form are requested to furnish, on or before 1 July 2022, updated particulars of their bank accounts to KFin along with a photocopy of a cancelled cheque of the bank account and self-attested copy of PAN card.

Beneficial owners holding shares in electronic form are requested to furnish their bank account details to their respective depository participants and ensure that such changes are recorded by them correctly before 1 July 2022. The request to update particulars of bank account should be signed as per the specimen signature registered with KFin/depository participants, as the case may be.

Tax deducted at source (TDS) on dividend

Pursuant to the changes introduced by the Finance Act, 2020, w.e.f. 1 April 2020 as in the previous year, there will be no Dividend Distribution Tax payable by the Company. The dividend, declared, will be taxable in the hands of the shareholders subject to tax deduction at source at the applicable rates.

The TDS rate would vary depending on the residential status of the shareholders and the documents submitted by them and accepted by the Company. For the detailed process and formats of declaration, please refer to FAQs on Tax Deduction at Source on Dividends available on the Company's website at <https://www.bajajauto.com/investors/dividend>

Unclaimed dividends

As per section 124(5) of Companies Act, 2013, any money transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred to a fund called the Investor Education and Protection Fund (the 'Fund') set up by the Central Government.

Accordingly, unpaid/unclaimed dividend for the financial years 2007-08 to 2013-14 has been already transferred by the Company to this said Fund from September 2015 onwards.

Unclaimed dividend amounting to ₹ 12,450,100/-in respect of financial year 2013-14 was transferred to the Fund in compliance with the provisions of section 125 of the Act.

Unpaid/unclaimed dividend for the financial year 2014-15 shall become due for transfer to the Fund in August/September 2022. Members are requested to verify their records and send their claim, if any, for the 2014-15, before such amount becomes due for transfer. Communications are being sent to members, who have not yet claimed dividend for 2014-15, requesting them to claim the same as well as unpaid dividend, if any, for subsequent years.

As a measure to reduce the unclaimed dividend, efforts are being made on an ongoing basis to reach out to shareholders requesting them to submit necessary documents to enable them to claim their unpaid or unclaimed dividend.

The following are the details of unclaimed dividends which are due to be transferred to the Fund in the coming years including current year. Once again, members who have not claimed the dividends till date are requested to verify their records and send their claim, if any, before the same becomes due for transfer as per the table given below.

| Year | Dividend Type | Date of Declaration AGM Date | Last date for claiming dividend | Due date for transfer |
|-------------|---------------------------------|---|--|------------------------------|
| 2014-2015 | Final | 23 July 2015 | 21 August 2022 | 20 September 2022 |
| 2015-2016 | Interim | 23 March 2016 | 22 April 2023 | 21 May 2023 |
| 2015-2016 | Final | 27 July 2016 | 25 August 2023 | 24 September 2023 |
| 2016-2017 | Final | 20 July 2017 | 18 August 2024 | 17 September 2024 |
| 2017-2018 | Final | 20 July 2018 | 18 August 2025 | 17 September 2025 |
| 2018-2019 | Final | 26 July 2019 | 24 August 2026 | 23 September 2026 |
| 2019-2020 | Interim (confirmed as Final) | 09 March 2020 | 07 April 2027 | 06 May 2027 |
| 2020-2021 | Final | 22 July 2021 | 20 August 2028 | 19 September 2028 |

The Company has uploaded details of unclaimed dividend on its website at www.bajajauto.com and also on website specified by the Ministry of Corporate Affairs www.iepf.gov.in/IEPF/service

Transfer of shares to IEPF

Pursuant to section 124(6) of Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (the 'IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF, within 30 days of such shares becoming due for transfer.

Accordingly, the Company will send individual letters through ordinary/speed post and e-mail to such shareholders, whose dividend from the year 2014-15 has remained unclaimed, requesting them to claim the amount of unpaid dividend on or before the date on which Company must transfer the related shares to the demat account of IEPF. The Company also publishes, on an annual basis, a notice in the newspapers intimating the members regarding the said transfer. These details are also made available on the Company's website www.bajajauto.com

During the year under review, the Company transferred 6,469 (previous year: 6,422) equity shares of the face value of ₹10 each relating to 45 shareholders (previous year: 22) to the demat Account of the IEPF Authority held with NSDL/CDSL. Details of such shareholders, whose shares are transferred to IEPF and their unpaid dividends for subsequent years are available on the website of the Company at www.bajajauto.com

Shareholders can claim such unpaid dividends and underlying shares transferred to the Fund by following the procedure prescribed in the IEPF Rules. A link to the procedure to claim is available on the Company's website at www.bajajauto.com

Shareholders are requested to get in touch with the compliance officer for further details on the subject at investors@bajajauto.co.in

Share transfer system

SEBI's amended regulation 40 of the Listing Regulations, 2015, prohibits the transfer of securities (except transmission or transposition of shares) in physical form from 1 April 2019. Accordingly, the Company has sent letters to members holding shares in physical form advising them to dematerialise their holdings.

Thereafter, SEBI had fixed 31 March 2021 as the cut-off date for re-lodgement of deficient transfer deeds. Thus, with effect from 1 April 2021, share transfers in physical form are prohibited under any circumstances and the same shall be processed only in dematerialised form.

SEBI vide its circular dated 25 January 2022 has provided the guidelines to issue the securities in dematerialised form by issue a 'Letter of Confirmation' in lieu of physical securities certificates to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any.

Share transfers received by the share transfer agent/Company are registered within 15 days from the date of receipt, provided the documents are complete in all respects. The total number of shares transferred in the physical category during 2021-22 due to transmission/deletion of name cases etc. was 117,310 shares versus 55,436 shares during 2020-21. Such details were placed before the Board on a quarterly basis.

Dematerialisation/Rematerialisation of shares

During 2021-22, 2,03,001 shares were dematerialised, versus, 51,350 shares in 2020-21.

25 shares were rematerialised during 2021-22 versus Nil shares in 2020-21. Shares held in physical and electronic mode as on 31 March 2022 are in Table 1.

Table 1: Shares held in physical and electronic mode

| Particulars | Position as on 31 March 2022 | | Position as on 31 March 2021 | | Net change during 2021-22 | |
|------------------|------------------------------|-------------------------|------------------------------|-------------------------|---------------------------|-------------------------|
| | No. of shares | % to total shareholding | No. of shares | % to total shareholding | No. of shares | % to total shareholding |
| Physical | 16,803,733 | 5.81 | 17,011,759 | 5.88 | (208,026) | (0.07) |
| Demat | | | | | | |
| NSDL | 264,811,329 | 91.51 | 265,281,149 | 91.68 | (469,820) | (0.17) |
| CDSL | 7,751,958 | 2.68 | 7,074,112 | 2.44 | 677,846 | 0.24 |
| Sub-total | 272,563,287 | 94.19 | 272,355,261 | 94.12 | 208,026 | 0.07 |
| Total | 289,367,020 | 100.00 | 289,367,020 | 100.00 | - | - |



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Stock code

| | |
|--|--------------|
| 1. BSE Ltd., Mumbai | 532977 |
| 2. National Stock Exchange of India Ltd. | BAJAJ-AUTO |
| 3. ISIN for depositories (NSDL and CDSL) | INE917I01010 |
| 4. Bloomberg | BJAUT.IN |
| 5. Reuters | BAJA.BO |

Listing on stock exchanges

Shares of the Company are currently listed on the following stock exchanges:

| Name | Address |
|--|---|
| 1. BSE Ltd. (BSE) | 1st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Fort, Mumbai 400 001. |
| 2. National Stock Exchange of India Ltd. (NSE) | Exchange Plaza, 5th Floor Plot No. C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400 051. |

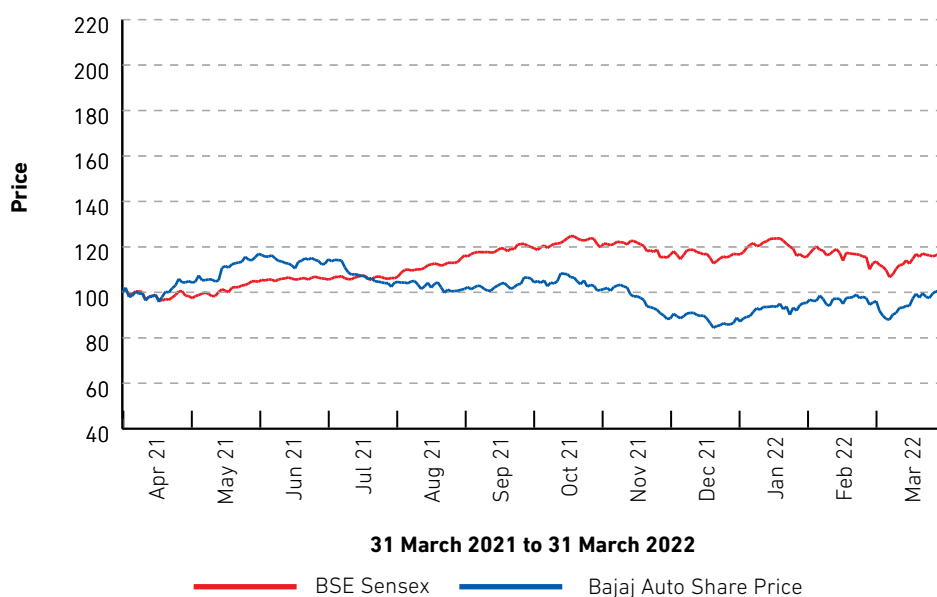
Pursuant to the SEBI Listing Regulations, 2015 the Company has entered into a Uniform Listing Agreement with BSE and NSE. For FY2022, the listing fees payable to these stock exchanges have been paid in full.

Market price data

Table 2: Monthly highs and lows of Company's shares in FY2022 (₹ vis-à-vis BSE Sensex)

| Month | BSE | | NSE | | Closing BSE Sensex |
|--------|----------|----------|----------|----------|--------------------|
| | High | Low | High | Low | |
| Apr-21 | 3,964.25 | 3,445.90 | 3,966.35 | 3,447.00 | 48,782.36 |
| May-21 | 4,265.00 | 3,786.00 | 4,274.00 | 3,784.10 | 51,937.44 |
| Jun-21 | 4,347.95 | 4,030.40 | 4,347.00 | 4,030.00 | 52,482.71 |
| Jul-21 | 4,250.00 | 3,750.00 | 4,250.00 | 3,750.00 | 52,586.84 |
| Aug-21 | 3,898.90 | 3,648.55 | 3,898.90 | 3,647.15 | 57,552.39 |
| Sep-21 | 3,950.00 | 3,682.95 | 3,944.80 | 3,680.00 | 59,126.36 |
| Oct-21 | 4,047.05 | 3,664.35 | 4,050.00 | 3,665.00 | 59,306.93 |
| Nov-21 | 3,843.50 | 3,223.00 | 3,845.00 | 3,223.05 | 57,064.87 |
| Dec-21 | 3,372.70 | 3,028.35 | 3,372.45 | 3,027.05 | 58,253.82 |
| Jan-22 | 3,585.00 | 3,251.25 | 3,585.65 | 3,251.50 | 58,014.17 |
| Feb-22 | 3,660.00 | 3,422.15 | 3,660.00 | 3,435.00 | 56,247.28 |
| Mar-22 | 3,736.20 | 3,125.80 | 3,737.00 | 3,125.00 | 58,568.51 |

Bajaj Auto Ltd. stock performance vs BSE Sensex, during 2021-22, indexed to 100 on 31 March 2021



Distribution of shareholding

Table 3 gives details about the pattern of shareholding across various categories as on 31 March 2022, while Table 4 gives the data according to size classes.

Table 3: Distribution of shareholdings across categories

| Categories | As on 31 March 2022 | | As on 31 March 2021 | |
|-------------------------------------|---------------------|--------------------|---------------------|--------------------|
| | No. of shares | % to total capital | No. of shares | % to total capital |
| Promoters | 155,580,109 | 53.76 | 155,389,904 | 53.70 |
| Friends and associates of promoters | 22,001,460 | 7.60 | 22,348,700 | 7.73 |
| FPIs/FIIIs | 30,347,903 | 10.49 | 34,701,018 | 11.99 |
| Public Financial Institutions | 23,938,071 | 8.27 | 25,638,567 | 8.86 |
| Mutual Funds | 13,884,292 | 4.80 | 9,852,302 | 3.40 |
| Nationalised and other banks | 306,397 | 0.11 | 67,109 | 0.02 |
| NRIs and OCBs | 18,85,601 | 0.65 | 1,304,665 | 0.45 |
| Others | 41,423,187 | 14.32 | 40,064,755 | 13.85 |
| Total | 289,367,020 | 100.00 | 289,367,020 | 100.00 |

Table 4: Distribution of shareholding according to size class as on 31 March 2022

| Category | No. of shareholders | | Shares held in each class | |
|-----------------|---------------------|---------------|---------------------------|---------------|
| | Number | % | Number | % |
| 1 to 500 | 2,33,103 | 97.17 | 62,57,015 | 2.16 |
| 501 to 1000 | 2,366 | 0.99 | 17,48,258 | 0.60 |
| 1001 to 2000 | 1,448 | 0.60 | 21,03,880 | 0.73 |
| 2001 to 3000 | 693 | 0.29 | 17,25,810 | 0.60 |
| 3001 to 4000 | 381 | 0.16 | 13,36,672 | 0.46 |
| 4001 to 5000 | 284 | 0.12 | 12,92,268 | 0.45 |
| 5001 to 10000 | 613 | 0.26 | 43,72,350 | 1.51 |
| 10001 and above | 987 | 0.41 | 27,05,30,767 | 93.49 |
| Total | 2,39,875 | 100.00 | 28,93,67,020 | 100.00 |

Shareholders' and investors' grievances

The Board of Directors of the Company has a stakeholders relationship committee to specifically look into and resolve grievances of security-holders on various matters.

Routine queries/complaints received from shareholders are promptly attended to and replied. Queries/complaints received during FY2022 were relating to non-receipt of dividend by warrants as well as through electronic clearing service, TDS matters, clarification on holdings, non-receipt of annual report, and change of address and/or bank particulars. As on 31 March 2022, there was no pending issue to be addressed or resolved.

During the year, letters were received from SEBI/the Registrar of Companies (ROC)/Stock Exchanges/ Investors concerning twelve complaints filed by the shareholders on various matters. For each of these complaints, replies were sent to SEBI/ROC/Stock Exchanges/Investors in the prescribed format and no action remained to be taken on the Company's side at the year end.

Green initiative

The Company believes in driving environmental initiatives. As a step in this direction, it availed of special services offered by NSDL/CDSL to update email addresses of shareholders holding shares with depository participant registered with these entities and who have not registered their email addresses. This will enable such shareholders to immediately receive various email communication from the Company from time to time including the Annual Report, dividend credit intimation, half-yearly communication etc. Shareholders who have not updated their email, are requested to do so by sending a request to the Company/KFin or their respective depository participant.

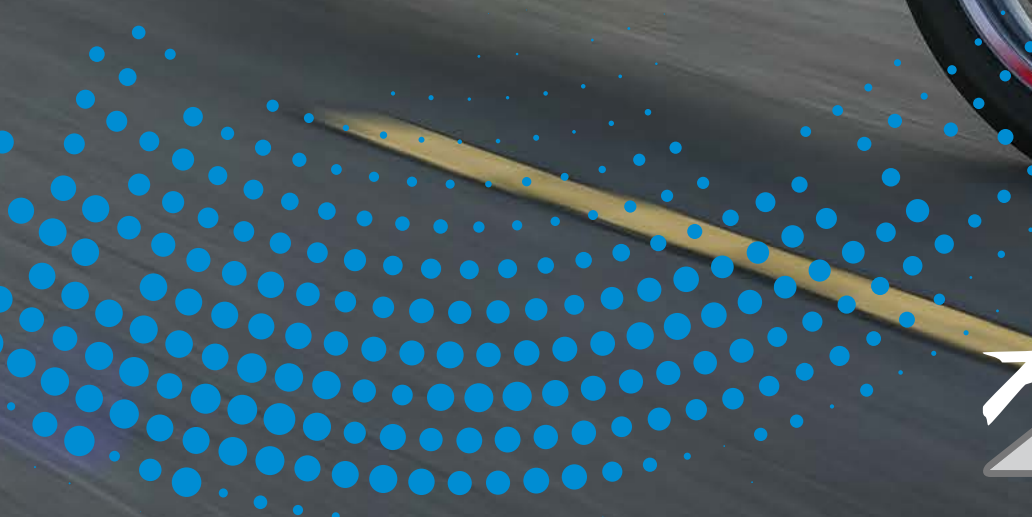
Also, the company has availed of the special services offered by NSDL/CDSL for sending SMS per demat account where email address is not registered.

KPRISM: a mobile service application by KFin

Members should note that our share transfer agent, KFin, has launched a mobile app KPRISM and a website <https://kprism.kfintech.com> for our investors. Members can download the mobile app and see their portfolios serviced by KFin; check their dividend status; request for annual reports; register change of address; register change in the bank account or update the bank mandate; and download the standard forms. This android mobile application can be downloaded from the Google Play Store.



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Demat suspense account with HDFC Bank for unclaimed shares

In accordance with the provisions contained in clause 5A of the erstwhile Listing Agreement (corresponding to regulation 39(4) of the SEBI Listing Regulations, 2015) as amended by SEBI through its circular dated 16 December 2010, the Company, during 2011-12, had sent three reminders to such shareholders whose shares were lying 'undelivered/unclaimed' with the Company; and then followed it by opening of the unclaimed share suspense demat account titled 'Bajaj Auto Ltd. – Unclaimed Suspense Account' with the HDFC Bank in April 2012.

After completing the necessary formalities, 44,375 shares held by 148 shareholders were transferred to this suspense account in April 2012. Voting rights on such shares remain frozen till the rightful owner claims these shares.

The Company, acting as a trustee in respect of the unclaimed shares, follows the modalities for the operation of the said account in the manner set out in regulation 39(4) of the SEBI Listing Regulations, 2015.

The summary of this account for FY2022 is as follows:

| Sr. No. | Particulars | No. of shareholders | No. of shares |
|---------|---|---------------------|---------------|
| i. | Aggregate no. of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 1 April 2021 | 20 | 2,192 |
| ii. | No. of shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year 2021-22 | – | – |
| iii. | No. of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year 2021-22 | – | – |
| iv. | No. of shares transferred to IEPF Authority during the year 2021-22 | – | – |
| v. | Aggregate no. of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 31 March 2022 | 20 | 2,192 |

Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in the case of death of the registered shareholder(s) to avoid the lengthy process of transmission of shares.

Details of nomination shall be furnished through hard copy or electronic mode with e-signatures as follows:

- i. Either,
 - Nomination through Form SH-13 as provided in the Rules 19(1) of Companies (Shares capital and debenture) Rules, 2014 or
 - 'Declaration to Opt-out', as per Form ISR-3
- ii. In case of cancellation of nomination by the holder(s) through Form SH-14, then 'Declaration to Opt-out' shall be provided by the shareholder(s)
- iii. Securities holder(s) can change their nominee through Form SH-14

Nomination facility for shares held in electronic form is also available with depository participant.

The said forms can be downloaded from the website of the Company at <https://www.bajajauto.com/investors/miscellaneous> and RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx>

Issuance of Securities in dematerialised form in case of Investor Service Requests

Pursuant to SEBI vide its circulars SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022 has introduced common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination and has mandated that the listed Companies shall henceforth issue the securities in dematerialised form only, while processing the following service requests:

- Issue of Duplicate securities certificate;
- Claim from Unclaimed Suspense account;
- Renewal/Exchange of securities certificate;
- Endorsement;
- Sub-division/Splitting of securities certificate;
- Consolidation of securities certificates/folios;
- Transmission;
- Transposition.

For enabling the shareholders to demat their securities, the Registrar and Share transfer Agent shall issue a 'Letter of Confirmation' in lieu of physical share certificates to shareholders for enabling them to dematerialise the securities.

Also, all holders of physical securities of the Company are mandatorily required to furnish the following documents/details to the RTA i.e., KFin Technologies Ltd.

| Form | Purpose |
|------------|--|
| Form-ISR-1 | For registering PAN, KYC details or changes/updation |
| Form-ISR-2 | Confirmation of signature of securities holder by the Banker |
| Form-ISR-3 | Opting out of nomination by physical securities holders |
| Form-SH-14 | Cancellation or Variation of nomination |

In view of the above, the Company has sent communication to 834 shareholders who hold securities in physical form.

The said forms can be downloaded from the website of the Company at <https://www.bajajauto.com/investors/miscellaneous> and RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx>

Credit Rating

The Company has neither issued any debt instruments nor undertaken any fixed deposit programme or any scheme or proposal involving mobilisation of funds, whether in India or abroad. However, it has obtained on 29 July 2021 'AAA/Stable' rating for long-term and 'A1+' rating for short-term bank facilities of the Company from CRISIL. Further, in response to letter dated 19 August 2020 of the Company, CRISIL vide its letter dated 31 August 2020 has withdrawn "FAAA/Stable" rating on the fixed deposits of the Company, since there are no public fixed deposits lying with the Company.

Live webcast of AGM

Pursuant to regulation 44(6) of the SEBI Regulations, 2015, top 100 listed entities shall, with effect from 1 April 2019, provide one-way live webcast of the proceedings of their AGM. Accordingly, as in the previous year, the Company has entered into an arrangement with KFin to facilitate live webcast of the proceedings of the ensuing 15th AGM scheduled on 26 July 2022.

Members who are entitled to participate in the 15th AGM can view the proceedings of AGM by logging on to the e-voting website of KFin at <https://emeetings.kfintech.com/> using secure login credentials provided for e-voting.

AGM through VC

Pursuant to MCA circular, the Company will also provide two-way video conferencing or webex facility to members to participate in the 15th AGM. For details, refer the Notice of the AGM, which is on the Company's website at <https://www.bajajauto.com/investors/financial-and-operational-performance> and on the website of the stock exchanges.

Voting through electronic means

Pursuant to section 108 of the Act and the Rules made thereunder and provisions under the SEBI Listing Regulations, 2015, every listed company is required to provide its members, the facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with KFin as the authorised agency for this purpose, to facilitate such e-voting for its members.

The shareholders will therefore be able to exercise their voting rights on the items put up in the Notice of AGM, through e-voting. Further, in accordance with the Companies (Management and Administration) Rules, 2014 and MCA circulars, the Company will also provide e-voting facility for members attending the AGM through VC or OAVM.

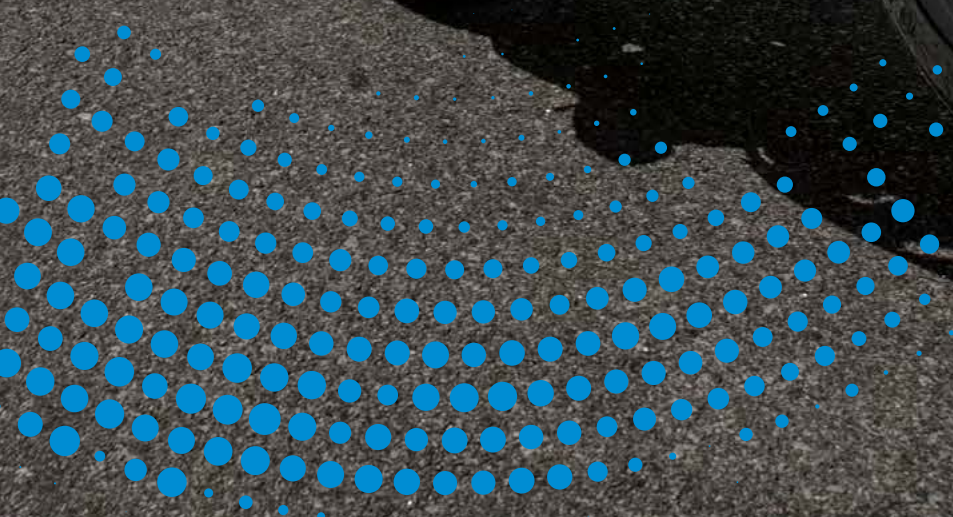
Shareholders, who are attending the AGM through VC or OAVM and who have not already cast their votes by remote e-voting shall only be able to exercise their right of voting at the meeting.

The cut-off date, as per the said Rules, shall be 19 July 2022 and the remote e-voting shall be open for a period of three days, from 23 July 2022 (9.00 a.m.) till 25 July 2022 (5.00 p.m.). The Board has appointed Shyamprasad D Limaye, Practising Company Secretary as the scrutiniser for the e-voting process.

The detailed procedure is given in the Notice of the 15th AGM and is also placed on the Company's website at <https://www.bajajauto.com/investors/financial-and-operational-performance>



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Outstanding convertible instruments/ADRs/GDRs/warrants

The Company does not have any outstanding convertible instruments/ADRs/GDRs/warrants as on date of this report.

Plant locations

Bajaj Auto has plants located at the following places:

1. Mumbai-Pune Road, Akurdi, Pune 411 035 (Maharashtra)
2. Bajaj Nagar, Waluj, Aurangabad 431 136 (Maharashtra)
3. MIDC, Plot No. A1, Mahalunge Village, Chakan 410 501 Dist. Pune (Maharashtra)
4. Plot No. 2, Sector-10, IIE Pantnagar, Udhamasinghnagar 263 531 (Uttarakhand)

Address for correspondence

Investors and shareholders can correspond with the share transfer agent or the registered office of the Company at the following address:

Share transfer agent

KFin Technologies Ltd.

(previously known as KFin Technologies Pvt. Ltd.)

Unit: Bajaj Auto Ltd.

Selenium Tower B, Plot No. 31 and 32,

Financial District, Nanakramguda,

Serilingampally Mandal,

Hyderabad 500 032, Telangana.

Contact persons

Bhaskar Roy

Mohd. Mohsinuddin

Tel. No: (040) 6716 2222

Fax No: (040) 2300 1153

Toll free No: 1800 309 4001

Email: einward.ris@kfintech.com

Website: www.kfintech.com or <https://ris.kfintech.com/>

Company

Bajaj Auto Ltd.

Mumbai-Pune Road,

Akurdi, Pune 411 035.

Company Secretary and Compliance Officer

Dr. J Sridhar

Tel. No: (020) 6610 6503

Fax No: (020) 2740 7380

Email: investors@bajajauto.co.in

Website: www.bajajauto.com

Shareholders may get in touch with the company secretary for further assistance.

DIRECTORS' REPORT

The directors present their Fifteenth Annual Report and Audited Financial Statements for the year ended 31 March 2022.

Sad demise of Rahul Bajaj, Chairman Emeritus of the Company

At the outset, your directors express their profound grief on the sad demise of Rahul Bajaj, the iconic leader of the Company, who passed away on 12 February 2022.

He lived an extraordinary life. He was the architect of one of the most respected industrial groups in the country, a vocal proponent of entrepreneurship, and a voice of the industry at large.

He stood for what he believed, a man driven by values, bold in both expression and action. While he remained the torchbearer of a family legacy that dates back to the founding days of our country, he championed the creation of a new India.

While his passing away has left a huge void among us, he leaves behind an unparalleled foundation for all of us to build upon.

The Board places on record its whole-hearted appreciation of the invaluable contribution made by him to the spectacular success of the Company and the Group over several decades.

Financial Results

The financial results of the Company are elaborated in the report on *Management Discussion and Analysis*. Given below are the financial highlights.

| Sales in numbers | FY2022 | FY2021 |
|-------------------------|------------------|------------------|
| Two-wheelers | 3,836,856 | 3,605,893 |
| Commercial vehicles | 471,577 | 367,021 |
| Total | 4,308,433 | 3,972,914 |
| Of which exports | 2,506,626 | 2,054,247 |

| Particulars | FY2022 | FY2021 |
|--|-----------------|-----------------|
| Total revenue | 34,353.95 | 29,017.54 |
| Total expenses | 28,163.90 | 23,078.54 |
| Profit before exceptional items and tax | 6,190.05 | 5,939.00 |
| Exceptional items | (315.28) | - |
| Profit before tax | 6,505.33 | 5,939.00 |
| Tax expense | 1,486.46 | 1,384.41 |
| Profit for the year | 5,018.87 | 4,554.59 |
| Earnings per share (₹) | 173.6 | 157.5 |

Closing balances in reserve/other equity

| Particulars | ₹ In Crore) | |
|------------------------------|------------------|------------------|
| | FY2022 | FY2021 |
| General reserve | 6,389.60 | 5,887.60 |
| Retained earnings | 19,340.40 | 18,861.25 |
| Cash flow hedging reserve | 54.33 | 148.90 |
| Costs of hedging reserve | 5.93 | (58.06) |
| FVTOCI reserve | 626.41 | 88.43 |
| Share based payments reserve | 32.27 | 16.91 |
| Treasury shares | (69.51) | (32.14) |
| Total | 26,379.43 | 24,912.89 |

Note: Detailed movement of above reserves can be seen in 'Statement of Changes in Equity'.

Dividend Distribution Policy

Under the Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015'), as amended, the Company formulated a dividend distribution policy on 28 October 2016, which the Board at its meeting held on 17 March 2021 amended in a major way.

The amended policy sets out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders.

As a green initiative, the policy has been uploaded on the Company's website and can be accessed at <https://www.bajajauto.com/investors/policies-codes>. A copy of the policy will be made available to any shareholder on request by email.

Dividend

The directors recommend for consideration of shareholders at the ensuing annual general meeting, payment of a dividend of ₹ 140 per equity share of ₹ 10 each (1400%) for the year ended 31 March 2022.

For the year ended 31 March 2021 also, the dividend paid was ₹ 140 per share of ₹ 10 each (1400%).

In terms of the provisions of the Income Tax Act, 1961, the dividend, if declared, will be taxable in the hands of the shareholders subject to tax deduction at source at the applicable rates. For further details on taxability, please refer to Notice of annual general meeting.

The dividend recommended is in accordance with the principles and criteria as set out in the dividend distribution policy.

Share Capital

The paid-up equity share capital as on 31 March 2022 was ₹ 289.37 crore. There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights or sweat equity shares.

Operations

Detailed information on the Company's operations is in the report on *Management Discussion and Analysis*.

Capacity Expansion and New Projects

The Company's current installed capacity is 6.65 million units per annum.

Detailed information on capacity expansion and new projects is covered in the report on *Management Discussion and Analysis*.

Research and Development (R&D) and Technology Absorption

In FY2022 despite the waves of COVID that hit Pune, R&D ensured high attendance at office while taking care of social distancing and kept driving its programs. But this was not the only challenge that had to be dealt with. R&D had to work rapidly on counteracting the rapidly increasing costs of precious metal used in the catalysts, react to the sudden decision by Government to prepone the complete BS6 OBD 2 package to 1 April 2023 and deal with the semiconductor shortage caused by COVID and related outcomes.

A) Products

Bajaj Auto's most successful brand Pulsar has been a leader not just in India but in all its export markets. Pulsar has been consistently upgraded over the years to keep it in sync with changing times. Information on the new products is covered in the report on *Management Discussion and Analysis*.

B) Processes

R&D has been working on improving its operations in a number of areas as listed below:

- **Manpower:** R&D has expanded its team size in areas of design, analysis and validation to facilitate the rapidly expanding aspirations of the Company.
- **Facilities:** R&D continued to enhance its design, computing, prototype manufacturing and validation facilities. A number of new test facilities and prototyping facilities were added.

C) Technology

As in the past, new and improved technology has been introduced during the year. Such information is covered in the report on *Management Discussion and Analysis*.

D) Outgo

The expenditure on R&D during 2021-22 and in the previous year was:

| Particulars | ₹ In Crore) | |
|--|---------------|---------------|
| | FY2022 | FY2021 |
| i. Capital (including technical know-how) | 42.06 | 21.14 |
| ii. Recurring | 446.73 | 403.33 |
| Total | 488.79 | 424.47 |
| iii. Total research and development expenditure as a percentage of sales | 1.52% | 1.56% |

Conservation of Energy

Company continues its efforts to reduce and optimise the energy consumption at all its manufacturing facilities, and its corporate office at Pune.

Significant reduction in energy consumption has been achieved by various ENCON initiatives as shown hereunder:

A) Electrical Energy

- Efficient utilisation of rooftop solar plants: 5MW at Waluj, 1MW at Pantnagar, 3.22MW at Akurdi and 2MW at Chakan.
- Provision of energy efficient motors.
- Use of VFD and water temperature sensors for optimised running of cooling tower.
- Provision of Localised booster for robotic painting.
- Upgradation of CED paint LB1000 to LB700 having higher throwing power. (Lower voltage required)
- Installation of RTPFC (Real Time Power Factor Controller), ASVG (Advanced Static Voltage Generator) and APFC (Automatic Power Factor Controller) to control and improve power factor greater than 0.99.
- Continued use of motion sensors for offices and washroom lights.
- Installation of energy efficient LED luminaries at various designated areas across all our factories.
- Use of HVLS (High Volume Low Speed) fans for air circulation in shop floors.
- Installation of centralised ARP system at Motorcycle paint shop at Waluj.

Overall improvement in electrical energy consumption is achieved to the extent of 3.95% (w.r.t. previous year FY2021) despite addition of new facilities viz. ABS line at Chakan, Club house at Akurdi etc.

B) Water

- Continuous reuse of treated water for processes like painting, cooling towers etc. in addition to gardening.
- Continued rainwater harvesting across all plants.
- Use of one touch taps and sensor-based taps for hand wash at various areas across all plants.
- Reverse cascading of water at pre-treatment stages at paint shop.
- Change of underground water lines with above ground line for easy identification of leakage, if any.
- Rainwater storage pond with capacity 90,000 cubic meters at Waluj plant, 47,000 cubic meters at Pantnagar plant, 83,500 cubic meters at Chakan plant are available for its use in process.

Overall water consumption is reduced to the tune of 3.93%, despite addition of new facilities viz. ABS line at Chakan, new garden at Akurdi etc.

C) LPG/Propane

- Continued use of magnetic resonance in oven fuel supply at paint shop.
- Improved thermal efficiency of oven by thermo coating application on the oven's internal surface.
- Continued use of low temperature chemicals for pre-treatment process at paint shops.
- Lacquer oven auto ON/OFF during lunch and dinner time in paint shops across all plants.
- Development and monitoring of automated process startup and shutdown system.
- Reduction in heat load through painting fixture weight reduction.
- Optimisation of CED oven exhaust through hot air balancing.
- Use of energy efficient burners in the canteens in all plants.

D) Utilisation of Renewable Energy-Key Initiatives

- Usage of renewable solar power generation: 5MW at Waluj, 1MW at Pantnagar, 3.2MW at Akurdi and 2MW at Chakan; generating 155 lakh units per year of renewable energy.
- Utilisation of solar water heaters in the canteen of all plants.
- Use of direct sunlight to illuminate shops by installation of skylights across all plants.

Impact of Measures Taken

As a result of the initiatives taken for conservation of energy and natural resources, the Company has brought about an overall reduction in consumption as given in the table below:

| Description | % Reduction w.r.t. previous year | |
|-------------------------|----------------------------------|---------|
| | FY2022 | FY2021 |
| Electricity consumption | 3.95 | 10.20 |
| Water consumption | 3.93 | 9.60 |
| LPG/PNG consumption | 17.84 | (4.50)# |

Effect of lower volume of commercial vehicles.

Investment/Savings

| Description | (₹ In Crore) | |
|---|--------------|--------|
| | FY2022 | FY2021 |
| Investment for energy conservation activities | 1.76 | 1.69 |
| Recurring savings achieved through above activities | 0.91 | 0.53 |

Detailed information on the above is given in the report on *Business Responsibility*.

Awards and Accolades

- Upgradation of "Occupational Health and Safety Management Systems" from OHSAS 18001 to ISO 45001 by all plants of the Company.
- Pantnagar plant received 3rd prize for "Best Energy Efficient Organisation" in Kaizen Competition organised by CII.
- Chakan plant awarded 1st prize in green manufacturing machining-Times of India Group.

International Business

All regions have shown strong growth in FY2022.

During the year under review, Bajaj Auto crossed 2.5 million vehicle milestone. First time ever!!! Motorcycle exports touched new highs – at 2.2mn units, growth of 22% over FY2021. In 10 of the 12 months, Bajaj Auto exported more than 200k units every month. The Company continues to remain, by far, India's No.1 exporter of motorcycles and three wheelers.

More detailed information is given in the report on *Management Discussion and Analysis*.

Foreign Exchange Earnings and Outgo

The Company continued to be a net foreign exchange earner during the year.

Total foreign exchange earned by the Company during the year under review was ₹ 16,280.38 crore, as compared to ₹ 12,181.88 crore during the previous year.

Total foreign exchange outflow during the year under review was ₹ 902.08 crore, as against ₹ 753.34 crore during the previous year.

Industrial Relations

The financial year 2021-22 was also affected by the effects of Covid-19 and the 2nd and 3rd waves of the pandemic put a lot of pressure on employees as well as on Management. However, our robust Industrial relations practices, welfare schemes and employee engagement initiatives helped us run our business smoothly in this challenging period. The overall employee relations with staff and workmen across all the plants viz. Akurdi, Waluj, Chakan and Pantnagar continued to be cordial during the year, thus we were able to avoid any production loss due to these events.

During this difficult time, various timely initiatives, implemented across all plants, were crucial for maintaining employee motivation and meeting business objectives. This includes free vaccination camps in factory premises for all employees and their families, a free covid testing facility in the plants, extending support to employees and their families for getting beds in hospitals, financial support to infected employees, compassionate benefit scheme for Covid related mortalities and introduction of Covid-19 insurance scheme for employees.

With the active participation and involvement of all employees, we have been able to inculcate TPM Culture for excellence and continuous improvements across all plants. As a result, plants have received numerous awards during the year from CII, IIIE, QCFI etc.

At its Waluj plant, the Company has signed the wage agreement with the Union for a period of 3.5 years on 31 August 2021 without any delay.

Two of our workmen from the Waluj plant, have been named winners of the "Gunwant Kamgar and Kamgar Bhushan Award" for the year 2019 by the "Worker Welfare Board of the Government of Maharashtra".

Company at its Akurdi plant has started a state-of-the-art facility to cater to the wellness and recreational needs of employees named "Utsah". It encompasses world-class infrastructure and provides exemplary amenities like Gymnasium, Yoga room, Librarywala (digital library service), Music room, Dance room, Indoor games, Health bar, and Speciality clinics.

Additionally, the company has emphasised employee engagement initiatives to increase productivity and foster a positive work culture. Across all the plants, different employee engagement initiatives like kaizen competition, spot appreciation, appreciation of covid warriors, newly married couples' felicitation, appreciation of meritorious students, POSH awareness sessions, celebration of Women's Day, Jal-Neti Yoga session, inter-departmental sports tournament, health and hygiene related awareness sessions, etc. were also taken up.

Subsidiaries and Joint Ventures

PT. Bajaj Auto Indonesia (PT BAI)

Routine business operations of PT BAI, a 99.25% subsidiary of Bajaj Auto, remain discontinued.

Indonesia is a large two-wheelers market and hence of interest for PT BAI. All the required manufacturing, import and business licences stand renewed.

PT BAI would continue to study the evolving market and evaluate different possible opportunities.

Bajaj Auto International Holdings BV, Netherlands (BAIH BV)

BAIH BV is a 100% Netherlands based subsidiary of Bajaj Auto Ltd. Over the years 2007 to 2013, through this subsidiary, Bajaj Auto has invested a total of €198.1 million (₹1,219 crore) and held approximately 48% stake in KTM AG of Austria (KTM), the fastest growing motorcycle brand in the world.

On 29 September 2021, BAIH BV swapped 46.5% stake in KTM AG for 49.9% stake in Pierer Bajaj AG (PBAG). 50.1% in PBAG is held by Pierer Group.



 **Husqvarna**[®]
MOTORCYCLES

Pierer Bajaj AG (formerly PTW Holding AG) holds 73.3% stake in Pierer Mobility AG. Pierer Mobility AG (PMAG) is Europe's leading "Powered Two-wheeler" manufacturer with focus on highly innovative sports motorcycles and electric mobility-E bicycles, E motorcycles, etc. With KTM, Husqvarna and GASGAS motorcycle brands, it is a leading premium motorcycle manufacturer in Europe. With conventional and E bicycles under Ramon, Husqvarna, GASGAS and Felt brands, it is a strong player in this fast-growing segment.

With this re-structuring in September, Bajaj Auto and Pierer Group now partner in all Mobility businesses that Pierer Group engages in. The resultant gain in fair value of ₹ 501.23 crore is shown as an exceptional item in consolidated results.

Subsequently, KTM AG announced a buyback program on 5 November 2021. BAIH BV tendered the balance 161,939 shares (1.49% stake in KTM AG left after the swap explained above) in this buy back. The resultant gain of ₹ 74.90 crore is shown as other income in consolidated results.

In the year 2021, PMAG recorded a strong performance in motorcycles, with sale of 332,881 units and in bicycles, with sale of 102,753 units (of which 76,916 were e-bicycles) and registered a record top-line of over €2 billion.

Bajaj Auto (Thailand) Ltd.

Bajaj Auto (Thailand) Ltd. was incorporated as a wholly owned subsidiary in Thailand with an issued and subscribed share capital of Thai Baht (THB) 45 million (₹10 crore), the intent being to set up an International Business Centre (IBC) to oversee sales in the ASEAN region and an Engineering Design Centre (EDC) under this subsidiary. This marks a new beginning for Bajaj Auto's R&D expanding its design center to trend-defining markets around the globe.

Bajaj Auto (Thailand) has obtained all necessary approvals from local authorities. The EDC is operational and international designers are working from this new facility in Bangkok. Full scale operations including IBC will commence in the coming year.

During the year under review, following companies were incorporated as our subsidiaries.

Bajaj Auto Spain, S.L.

Bajaj Auto Spain, S.L. was incorporated as a wholly owned subsidiary in Barcelona, Spain with an issued and subscribed share capital of €600K (₹5 crore), the intent being to set up an Engineering Design Centre (EDC).

The EDC has started operations and is expected to be fully operational in the coming year.

Chetak Technology Ltd. (CTL)

Given the stakes and likely impact of EVs on its business, Bajaj Auto wants to be ahead of this curve. For effectively engaging in this domain, CTL was incorporated as a wholly owned subsidiary, with an issued and subscribed share capital of ₹ 5 crore.

To give prime focus to the EV space and to develop new technologies and products, the Company now intends to house all its EV related activities – R&D of new technologies, R&D for product development, manufacturing, sales, after-sales and customer centric experience — to this newly formed 100% subsidiary.

Additional capital of ₹ 45 crore has been infused in CTL by way of Rights issue in April 2022. Plans have also been drawn to set up a new state-of-the-art manufacturing facility at Akurdi.

Bajaj Auto Consumer Finance Ltd. (BACFL)

Financing is key to every automobile business. In India, nearly 65% of two-wheelers and 85% of three-wheelers retailed are financed. To increase geographic coverage and expand financing options for the retail customers of Bajaj Auto Ltd. and Chetak Technology Ltd., a wholly owned captive financing company i.e., BACFL was formed with an issued and subscribed share capital of ₹ 5 crore.

An application for registration of BACFL as NBFC has been made to RBI and the matter is under process.

Bajaj Do Brasil Comercio De Motocicletas Ltda

To address the motorcycle market in Brazil, Bajaj Auto has set up a wholly owned subsidiary on 31 March 2022. The process to obtain necessary approvals for introduction of equity share capital and setting up operations in Brazil is currently underway. Full scale operations are likely to commence in the coming year.

The financial statements of the subsidiary companies are also available on the Company's website on <https://www.bajajauto.com/investors/financial-and-operational-performance>

The Company does not have any associate company, nor has it entered into a joint venture with any other company.

The Company's policy for determination of material subsidiary, as adopted by the Board of Directors, in conformity with Regulation 16 of the Listing Regulations, 2015, can be accessed on the Company's website at <https://www.bajajauto.com/investors/policies-codes>

Anti-Corruption Initiatives

The Company has established several policies to prevent corruption within Bajaj Auto. These are suitably integrated with the business operations. The Company also has adequate disclosure practices with regard to anti-corruption activities. Some of these practices are given below:

Signing of the Anti-Corruption Initiative of World Economic Forum (WEF)

In support of the initiative taken by WEF, the Company is a signatory to the 'Commitment to Anti-Corruption' and is supporting the 'Partnering Against Corruption-Principles for Countering Bribery' derived from Transparency International's Business Principles. This calls for a commitment to two fundamental actions, viz. a zero-tolerance policy towards bribery and the development of a practical and effective implementation programme.

Adoption of the Confederation of Indian Industry (CII) Charters

Your Company, being a member of CII, has adopted the following Codes/Charters:

1. CII Code of Conduct for Affirmative Action.
2. Model Code of Conduct for Ethical Business practices.
3. Charters of Fair and Responsible Workplace Guidelines for Collaborative Employee Relations.
4. Charters on Fair and Responsible Workplace Guidelines for Contract Labour.

More details on the subject are given in the *Business Responsibility Report* hosted on the Company's website on <https://www.bajajauto.com/investors/financial-and-operational-performance>

Annual Return

A copy of the annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013 ('the Act'), in the prescribed form, is hosted on the Company's website and can be accessed at <https://www.bajajauto.com/investors/financial-and-operational-performance>.

Number of Meetings of the Board

There were five meetings of the Board held during the year. Detailed information is given in the *Corporate Governance Report*.

Directors' Responsibility Statement

As required under clause (c) of sub-section (3) of section 134 of the Act, directors, to the best of their knowledge and belief, state that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors have overseen that the annual accounts have been prepared on a going concern basis;
- the directors have laid down internal financial controls to be followed by the Company and that, to the best of their knowledge, examination and analysis, such internal financial controls have been adequate and were operating effectively; and
- the directors had ensured through oversight of the existence of proper systems to ensure compliance with the provisions of all applicable laws and that, to the best of their knowledge, such systems were adequate and were operating effectively.

Details regarding Frauds reported by Auditors under section 143(12)

During the year under review, there were no frauds reported by the auditors to the audit committee or the Board under section 143(12) of the Act.

Declaration by independent directors

The independent directors have submitted their declaration of independence, as required under section 149(7) of the Act stating that they meet the criteria of independence as provided in section 149 (6) of the Act, as amended and Regulation 16 and 25 of the Listing Regulations, 2015, as amended. The independent directors have also confirmed compliance with the provisions of the rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, relating to inclusion of their name in the databank of independent directors.

The Board took on record the declaration and confirmation submitted by the independent directors regarding their meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same as required under Regulation 25 of the Listing Regulations, 2015.

Directors' remuneration policy and criteria for matters under section 178

The salient features and changes to the policy on directors' appointment and remuneration form a part of the *Corporate Governance Report*. The policy is on the Company's website <https://www.bajajauto.com/investors/policies-codes>

Particulars of Loans, Guarantees or Investments

Information regarding loans, guarantees and investments covered under the provisions of section 186 of the Act, are detailed in the financial statements.

Related Party Transactions

All contracts/arrangement/transactions entered into by the Company during FY2022 with related parties were in compliance with the applicable provisions of the Act and the Listing Regulations, 2015. Prior omnibus approval of the audit committee is obtained for all related party transactions, which are foreseen and of repetitive nature. Pursuant to the said omnibus approval, details of transactions entered into are also reviewed by the audit committee on a quarterly basis.

All related party transactions entered into during FY2022 were on an arm's length basis and in the ordinary course of business of the Company under the Act and not material under the Listing Regulations, 2015. None of the transactions required members' prior approval under the Act or the Listing Regulations, 2015.

Details of transactions with related parties during FY2022 are provided in the notes to the financial statements. There were no transactions requiring disclosure under section 134(3)(h) of the Act. Hence, the prescribed Form AOC-2 does not form a part of this report.

The policy on materiality of and dealing with related party transactions was amended by the Board, at its meeting held on 15 March 2022 in line with SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021.

The policy is available on the Company's website at <https://www.bajajauto.com/investors/policies-codes>

Material Changes and Commitments

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of this Report.

Risk Management Policy

During the year under review, a revised risk management policy/framework was adopted by the Board. This framework, inter alia, includes identification of internal and external risks faced by the Company, including financial, operational, sectoral, sustainability, information, cyber security, strategic or any other risk as may be determined by the Risk Management Committee and the measures for risk mitigation, reporting of critical risks within the Company and Business Continuity Plan.

Information on the development and implementation of a risk management policy for the Company is given in the *Corporate Governance Report*.

Corporate Social Responsibility (CSR)

The Board, at its meeting held on 29 April 2021, amended the existing policy. The policy including the composition of the CSR committee is uploaded on the Company's website <https://www.bajajauto.com/investors/policies-codes>

Taking into account the commitments made by the Company for the ongoing CSR projects/programs which are in progress and considering the project mode of CSR activity where the projects can extend beyond the financial year, as also the amount transferred to 'Unspent CSR Account', there is no shortfall in the CSR expenditure mandated to be spent by the Company during the financial year ended 31 March 2022.

Further, in light of the circular dated 25 August 2021 issued by Ministry of Corporate Affairs (MCA) on the Frequently Asked Questions on CSR, mere disbursement of funds for implementation of a project does not amount to spending unless the implementing agency utilises the whole amount.

As per provisions of section 135(6) of the Act, any amount remaining unspent under section 135(5) pursuant to any ongoing project shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company. Accordingly, such amount has been transferred by the Company to the specified account within the prescribed period. As per the said circular of MCA, this amounts to meeting of the obligation and due compliance under section 135 of the said Act.

In terms of the provisions of section 135 of the Act, read with amended Companies (Corporate Social Responsibility Policy) Rules, 2014, the Annual Report on CSR activities in the format prescribed under Annexure II of the said Rules is annexed to this Report.

The Chief Financial Officer has certified that the funds disbursed have been utilised for the purpose and in the manner approved by the Board for FY2022.

Formal Annual Evaluation of the Performance of the Board, its Committees, Chairperson and Individual Directors

Information on the manner in which a formal annual evaluation has been made by the Board of its own performance and that of its Committees, Chairperson and Individual Directors is given in the *Corporate Governance Report*.

Presentation of Financial Statements

The financial statements of the Company for the year ended 31 March 2022 have been disclosed as per Division II of Schedule III to the Act.

Indian Accounting Standards, 2015

The annexed financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Act, Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

Consolidated Financial Statements

The directors also present the audited consolidated financial statements incorporating the duly audited financial statements of the subsidiaries, as prepared in compliance with the Act, applicable accounting standards and Listing Regulations, 2015.

Internal Audit

At the beginning of each financial year, an audit plan is rolled out with approval by the Company's audit committee. The plan is aimed at evaluation of the efficacy and adequacy of internal control systems and compliance thereof, robustness of internal processes, policies and accounting procedures and compliance with laws and regulations. Based on the reports of internal audit, process owners undertake corrective action in their respective areas. Significant audit observations and corrective actions are periodically presented to the audit committee of the Board.

Statutory Disclosures

The summary of the key financials of the Company's subsidiaries (Form AOC-1) is included in this Annual Report. A copy of the audited financial statements for each of the subsidiary companies will be made available by email to members of the Company, seeking such information.

Details as required under the provisions of section 197(12) of the Act, read with rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing, inter alia, ratio of remuneration of directors and KMP to median remuneration of employees and percentage increase in the median remuneration are annexed to this Report.

Details of top ten employees in terms of the remuneration and employees in receipt of remuneration as required under the provisions of section 197(12) of the Act, read with rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, which form part of the Directors' Report, will be made available to any shareholder on request, as per provisions of section 136(1) of the said Act.

The directors' responsibility statement as required by section 134(5) of the Act, appears in a preceding paragraph.

A cash flow statement for 2021-22 is attached to the Balance Sheet.

There is no change in the nature of business of the Company during FY2022.

The provisions of section 148 of the Act relating to maintenance of cost records and cost audit are not applicable to the Company.

Pursuant to the legislation 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013', the Company has a policy on Prevention of Sexual Harassment at Workplace. During the year under review, no complaint has been received from employees. There was no case reported during the year under review under the said policy.

Details as prescribed under section 134 of the Act and rules made thereunder, applicable to the Company, have been specifically given in this Report, wherever applicable.

Directors' and Key Managerial Personnel-Changes

I. Changes in Directorate

- (a) Dr. Omkar Goswami, Non-executive independent director of the Company tendered his resignation on 9 July 2021. The Board places on record its sincere appreciation for the valuable contribution made by him during his tenure on the Board.
- (b) Dr. Gita Piramal, Non-executive independent director of the Company tendered her resignation with effect from close of business hours on 30 April 2022. The Board places on record its sincere appreciation for the valuable services rendered by her during her long tenure on the Board.

II. Retirement by Rotation

Independent directors hold office for a fixed term not exceeding five years from the date of their appointment and are not liable to retire by rotation.

The Act, mandates that at least two-thirds of the total number of directors (excluding independent directors) shall be liable to retire by rotation. Accordingly, Rakesh Sharma (DIN 08262670) and Madhur Bajaj (DIN 00014593), directors, being the longest in the office among the directors liable to retire by rotation, retire from the Board this year and, being eligible, have offered themselves for re-appointment.

Brief details of Rakesh Sharma and Madhur Bajaj are given in the notice of annual general meeting.

III. Appointment/Re-appointment of Directors

The Board at its meeting held on 27 April 2022, taking into account the Report of performance evaluation and pursuant to the recommendation of nomination and remuneration committee and subject to approval by the members by way of special resolution, re-appointed following independent directors for a second consecutive term:

| Sr. No. | Name of independent director | Tenure of second term |
|---------|-----------------------------------|-------------------------------------|
| 1 | Dr. Naushad Forbes (DIN 00630825) | Five years w.e.f. 18 May 2022 |
| 2 | Anami N. Roy* (DIN 01361110) | Five years w.e.f. 14 September 2022 |

* Consent of the members by way of Special Resolution is sought by the Company in compliance with Regulation 17(1A) of Listing Regulations 2015, for continuance of Anami N. Roy beyond 15 May 2025 on account of his attaining the age of 75 years on that date.

IV. Change in Key Managerial Personnel

- (a) Soumen Ray, resigned from the position of Chief Financial Officer of the Company w.e.f. closing hours of 20 December 2021 to explore other opportunities.
- (b) Consequent upon the resignation of Soumen Ray, the Board at its meeting held on 15 March 2022, pursuant to the recommendation of nomination and remuneration committee appointed Dinesh Thapar as Chief Financial Officer and Key Managerial Personnel of the Company w.e.f. 15 March 2022.

There was no other change in the directors and key managerial personnel during the year under review since the last report.

Detailed information on the directors is provided in the *Corporate Governance Report*.

Significant and Material Orders passed by the Regulators or Courts

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

Covid-19 Impact

The impact of the second and third wave of the pandemic on the performance of the Company and measures adopted to steer through this continuing crisis have been discussed in detail in *Management Discussion and Analysis*.

Details of Internal Financial Controls with reference to the Financial Statements

The Company has documented its internal financial controls considering the essential components of various critical processes, both physical and operational. This includes its design, implementation and maintenance, along with periodic internal review of operational effectiveness and sustenance and whether these are commensurate with the nature of its business and the size and complexity of its operations.

This ensures orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention of errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

Internal financial controls with reference to the financial statements were adequate and operating effectively.

Corporate Governance

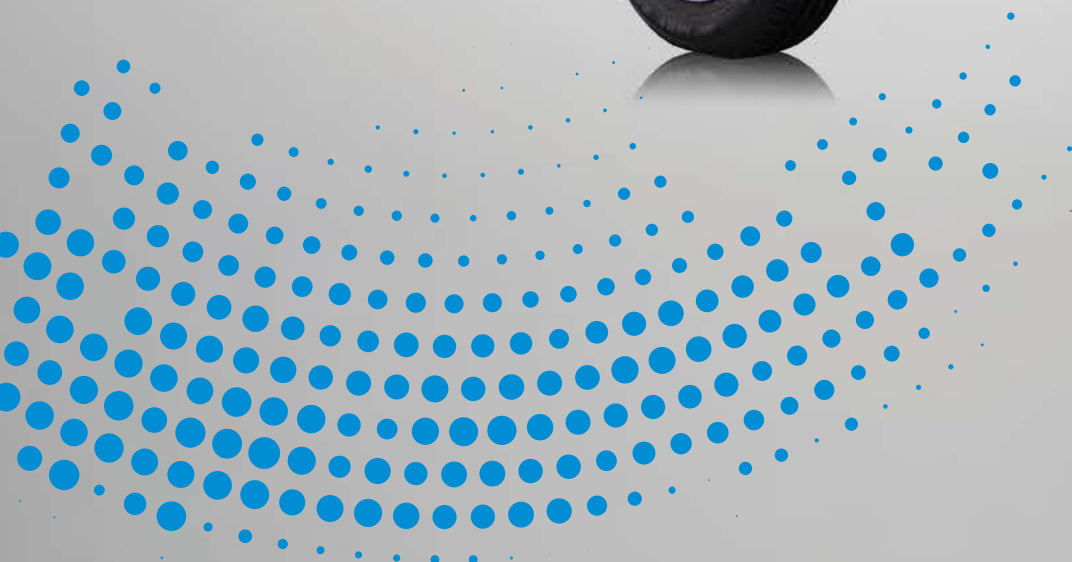
Pursuant to the Listing Regulations, 2015, a separate chapter titled 'Corporate Governance' has been included in this Annual Report, along with the reports on *Management Discussion and Analysis* and *General Shareholder Information*.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for 2021-22. A declaration to this effect signed by the Managing Director (CEO) of the Company is contained in this Annual Report.

The Managing Director (CEO) and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) of the Listing Regulations, 2015.



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Certificate from the auditors of the Company regarding compliance of conditions of corporate governance is annexed to this Report.

Employee Stock Option Scheme

The Company grants share-based benefits to eligible employees with a view to attracting and retaining talent, to encourage employees to align individual performance with the Company objectives and to promote their increased participation in the growth of the Company.

During the year under review, there has been no change in the Bajaj Auto Employee Stock Option Scheme 2019 (BAL-ESOS 2019) of the Company. BAL-ESOS 2019 is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014, and this has been certified by the statutory auditors of the Company.

In line with Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014, a statement giving complete details, as at 31 March 2022, is available on the website of the Company <https://www.bajajauto.com/investors/financial-and-operational-performance>

Details of options vested, exercised and cancelled are provided in the notes to the standalone financial statements.

Business Responsibility Report

Pursuant to the provisions of the Listing Regulations, 2015, a Business Responsibility Report ('BRR') has been hosted on the website and can be accessed at <https://www.bajajauto.com/investors/financial-and-operational-performance>

The BRR highlights the initiatives, actions and processes of the Company in conducting its business in line with its environmental, social and governance obligations.

A copy of the BRR will be made available by email to any shareholder on request.

Pursuant to amendment in the Listing Regulations, 2015, top 1,000 listed entities based on market capitalisation are required to submit a Business Responsibility and Sustainability Report with effect from the FY2023.

Secretarial Standards of ICSI

The Company has complied with the requirements prescribed under the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) read with the MCA Circulars granting exemptions in view of the Covid-19 pandemic.

Statutory Auditor

Pursuant to provisions of section 139 of the Act, the members at the annual general meeting of the Company held on 20 July 2017 appointed S R B C & CO LLP (Firm Registration No. 324982E/E300003) as statutory auditors of the Company from the conclusion of 10th annual general meeting till the conclusion of 15th annual general meeting, covering one term of five consecutive years. The term of appointment of the statutory auditors expires at the conclusion of ensuing annual general meeting.

The Board of Directors, based on the recommendation of the audit committee, at its meeting held on 27 April 2022, has proposed the re-appointment of S R B C & CO LLP (Firm Registration No. 324982E/E300003) as statutory auditors of the Company for a further term of five years to hold office from the conclusion of 15th annual general meeting till the conclusion of 20th annual general meeting, subject to approval of the members and to fix their remuneration.

The statutory auditors have confirmed that they are not disqualified from continuing as auditors of the Company.

The statutory audit report for the year 2021-22 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

Secretarial Auditor

Pursuant to the provisions of section 204 of the Act and Rules made thereunder, the Company has re-appointed, Shyamprasad D Limaye, Practising Company Secretary (Membership No. 1587, CP No. 572) to undertake the secretarial audit of the Company. Secretarial audit report for the year 2021-22 issued by him in the prescribed form MR-3 is annexed to this Report.

The secretarial audit report does not contain any qualification, reservation or adverse remark or disclaimer made by the secretarial auditor.

In addition to the above and pursuant to SEBI Circular dated 8 February 2019, a report on secretarial compliance by Shyamprasad D Limaye for the financial year ended 31 March 2022 has been submitted with the stock exchanges. There are no observations, reservations or qualifications in that report.

On behalf of the Board of Directors,

Niraj Bajaj
Chairman
Pune: 27 April 2022

Annual Report on CSR activities

1. Brief outline of Company's CSR Policy

Introduction

The vision and philosophy of late Jamnalal Bajaj, the founder of Bajaj Group, guide the Corporate Social Responsibility (CSR) activities of the group. He embodied the concept of trusteeship in business and common good and laid the foundation for ethical, value-based and transparent functioning.

Bajaj Group believes that true and full measure of growth, success and progress lies beyond balance sheets or conventional economic indices. It is best reflected in the difference that business and industry make to the lives of people.

Through its social investments, Bajaj Group addresses the needs of communities residing in the vicinity of its facilities by taking sustainable initiatives in the areas of health, education, environment conservation, infrastructure and community development and response to natural calamities. For society, however, Bajaj is more than a corporate identity. It is a catalyst for social empowerment and the reason behind the smiles that light up a million faces.

It is this goodwill that has made us **"The World's Favourite Indian!"**

Guiding principles

The Bajaj Group believes that social investments should:

- **Benefit generations:** The Company believes in 'investment in resource creation' for use over generations. The Company tries to identify sustainable projects which will benefit the society over long periods.
- **Educate for self-reliance and growth:** To usher in a growth-oriented society and thereby a very strong and prosperous nation, by educating each and every Indian.
- **Promote health:** The Company believes good health is a pre-requisite for both education and productivity.
- **Encourage for self-help:** To guide and do hand holding for self-help, individually and collectively to create excellence for self and for the team.
- **Be focused:** The Company believes that activities should be focused around locations where it has a presence and hence can effectively guide, monitor and implement specific projects.
- **Target those who need it most:** Care for the sections of the society, which are socially at the lowest rung irrespective of their religion, caste, language or colour.
- **Sustain natural resources:** The Company encourages balanced development and ensures least adverse impact on environment – Growth with Mother Nature's blessings.

Brief contents of CSR Policy

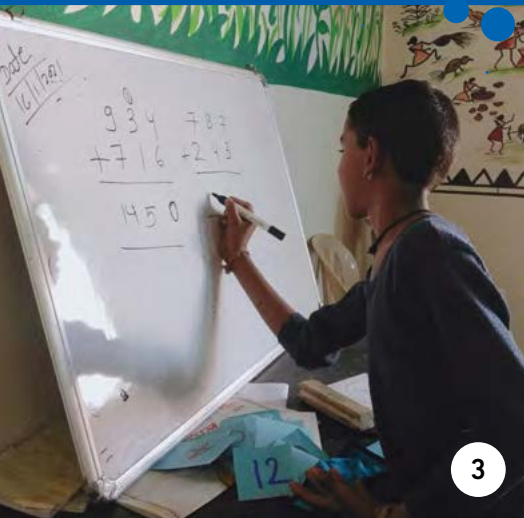
Section 135 of the Companies Act, 2013 ('the Act') and the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been amended substantially with effect from 22 January 2021. Accordingly, the CSR Policy which was framed by the Company on 14 May 2014 got amended on 29 April 2021, with approvals of the CSR Committee and Board of Directors. The Policy, inter alia, covers the following:

- Philosophy, Approach & Direction
- Guiding Principles for selection, implementation and monitoring of activities
- Guiding Principles for formulation of Annual Action Plan



1. A child with deafblindness repeating sign for water (Maharashtra)
2. Mobile Health Care Unit (Uttarakhand)
3. Educational activity at Education Center (Ikhvelo) (Rajasthan)
4. Child friendly police station in Sirohi (Rajasthan)

5. Farmer's Cup training by Paani Foundation (Maharashtra)
6. Covid care kit distribution at CCI-2 (Maharashtra)
7. Kund-Rejuvenation in Mesar (Uttarakhand)



2. Composition of the CSR Committee

| Sr. No. | Name of Director | Designation/ Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|---------------------|---|--|--|
| 1 | Rajiv Bajaj | Chairman | | 3 |
| 2 | Pradeep Shrivastava | Member | 4 | 4 |
| 3 | Dr. Naushad Forbes | Member | | 4 |

Notes:

- Rahul Bajaj resigned as Chairman of the Company and as Chairman of CSR Committee on 30 April 2021 and was appointed as Chairman Emeritus of the Company w.e.f. 1 May 2021. He later expired on 12 February 2022.
- Rajiv Bajaj, member of the Committee, was appointed as Chairman of the Committee by the Board at its meeting held on 29 April 2021 in place of Rahul Bajaj w.e.f. 1 May 2021.
- Web-link where composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company <https://www.bajajauto.com/investors/policies-codes>
- Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) Nil; since not applicable during the year.
- Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any As per table below.

(₹ in crore)

| Sr. No. | Financial Year | Amount available for set-off from preceding financial years | Amount required to be set-off for the financial year, if any |
|---------|----------------|--|---|
| 1 | 2020-21 | 1.34 | 1.34 |
| | Total | 1.34 | 1.34 |

Note: Figures for FY2018-19 & 2019-20 are not given as the law on set-off came into force from 22 January 2021 only.

- Average net profit of the Company as per section 135(5) ₹ 6,397.71 crore
- Two percent of average net profit of the company as per section 135(5) ₹ 127.95 crore
₹ 128 crores (rounded off)
 - Surplus arising out of the CSR projects or programmes or activities of the previous financial years Nil
 - Amount required to be set-off for the financial year, if any ₹ 1.34 crore
 - Total CSR obligation for the financial year (7a+7b-7c) ₹ 126.66 crore

8. (a) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the financial year (in ₹) | Amount Unspent (in ₹) | | | | |
|--|---|------------------|---|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| ₹ 75.66 crore | ₹ 51 crore | 26 April 2022 | Nil; Not Applicable | | |

(b) Details of CSR amount spent against ongoing projects for the financial year:

| Sr. No. | Name of the Project | Item from the list of activities in Schedule to the Act | Local area (Yes/No) | Location of the project | | | Amount allocated for the project (₹ in Cr.) | Amount spent in the current financial year (₹ in Cr.) | Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in Cr.) | Mode of implementation - Direct (Yes/No) | Mode of implementation- Through Implementing Agency | |
|---------|--|--|---------------------|--------------------------------------|---|---|---|---|--|--|---|-------------------------|
| | | | | State | District | Project duration | | | | | Name | CSR registration number |
| 1 | Targeting the hard-core poor by developing them as entrepreneurs | Livelihood Project (ii) | Yes | Uttarakhand | Udhamsingh Nagar | 27 Months | 9.20 | 2.40 | - | No | Bandhan-Konnagar | CSR00001463 |
| 2 | To restore water resources in water-scarce and ecologically degraded dryland regions | Environment Sustainability (iv) | Yes | Rajasthan & Maharashtra | Jahazpur, Bhilwara, Udaipur, Chittorgarh, Prataggad, Yawatmal | 60 Months Amended upto 31 March 2023 | 27.00 | 4.00 | - | No | Foundation for Ecological Security | CSR0000637 |
| | | | No | Karnataka & Andhra Pradesh | Chickballapur, Kolar, Chittoor | | | | | | | |
| 3 | Integrated rural and urban development programme | Rural Development (x) | Yes | Maharashtra, Rajasthan & Uttarakhand | Pune, Aurangabad, Wardha, Sikar and Udhamsingh Nagar | 15 Months | 9.51 | 4.00 | - | No | Jankidevi Bajaj Gram Vikas Sastha | CSR00001725 |
| 4 | Campaign against trafficking and child rape/child friendly police stations. | Promoting gender equality, measures to reduce inequalities (iii) | Yes | Maharashtra and Rajasthan | Multiple | 14 Months | 3.30 | 2.73 | - | No | Kailash Satyarthi Children's Organization | CSR00000883 |
| 5 | Vocational educational programme | Education (ii) | Yes | Rajasthan & Uttarakhand | Sikar, Jaipur, Dehradun, Udhm Singh Nagar | 39 Months Amended upto 31 March 2023 | 6.17 | 3.95 | - | No | Lend a Hand India | CSR00004918 |
| 6 | Support towards Bajaj College of Science, Wardha. | Education (ii) | Yes | Maharashtra | Wardha | 36 Months | 17.00 | 2.00 | - | No | Shiksha Mandal | CSR00016545 |
| 7 | AuroAgni - Global centre of excellence for Integral Yoga | Healthcare (i) | No | Tamil Nadu | Puducherry | 27 Months | 4.90 | 2.75 | - | No | Sri Aurobindo Society | CSR00000200 |
| 8 | Fellowship and Beyond Classroom | Education (ii) | Yes | Maharashtra | Pune | 36 Months | 5.90 | 3.45 | - | No | Teach for India | CSR00002271 |
| 9 | Bajaj Skilling Project | Education (ii) | Yes | Maharashtra and Rajasthan | Pune, Aurangabad and Tonk | 24 Months | 89.12 | - | 51.00 | No | Jankidevi Bajaj Gram Vikas Sastha | CSR00001725 |

(b) Details of CSR amount spent against **ongoing projects** for the financial year: (Contd.)

| Sr. No. | Name of the Project | Item from the list of activities in Schedule to the Act | Local area (Yes/No) | Location of the project | | Project duration | Amount allocated for the project (₹ in Cr.) | Amount spent in the current financial year (₹ in Cr.) | Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in Cr.) | Mode of implementation - Direct (Yes/No) | Mode of implementation - Through Implementing Agency | |
|--------------|--|---|---|-------------------------|----------|------------------|---|---|--|--|---|-------------------------|
| | | | | State | District | | | | | | Name | CSR registration number |
| 10 | For different projects such as youth entrepreneurship development programme, running room to read's literacy program in 120 villages, Bajaj water conservation project, research program on financial sector and sub-national economic reforms etc. (expenditure on above project/ transfer u/s 135(6) is below ₹ 2 crore per project) | Livelihood enhancement (ii), Environment Sustainability (iv), Education (ii) etc. | For different locations in Maharashtra, Rajasthan, Uttarakhand and PAN India in both local areas and elsewhere. | | | Various periods | 94.08 | 22.71 | - | No | Bharatiya Yuva Shakti trust, Room to Read India Trust, Shramjivi Janata Sahayak Mandal, CSEP Research Foundation etc. | Various numbers |
| Total | | | | | | | 47.99 | 51.00 | | | | |

Note:

- The duration of a project is beyond a period of 36 months, only where the project was approved prior to 22 January 2021 i.e., the day when the new CSR Rules came into effect. The duration subsequently has been appropriately amended, wherever required.

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

| Sr. No. | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local area (Yes/No) | Location of the project | | Amount spent for the project (₹ in Cr.) | Mode of implementation - Direct (Yes/No) | Mode of implementation - Through implementing agency | | |
|--------------|--|---|---|-------------------------|----------|---|--|---|-------------------------|--|
| | | | | State | District | | | Name | CSR registration number | |
| 1 | Covid Immunization for bottom of the pyramid in Pune and Aurangabad | Healthcare (i) | Yes | Maharashtra | Pune | 19.40 | No | Jankidevi Bajaj Gram Vikas Sanstha | CSR00001725 | |
| 2 | Vaccination Programme JBGVS-(KNB-Serum Institute) | Healthcare (i) | Yes | Maharashtra | Pune | 2.52 | No | Jankidevi Bajaj Gram Vikas Sanstha | CSR00001725 | |
| 3 | 4000 oxygen cylinders to Give India | Healthcare (i) | No | Delhi | Delhi | 4.20 | No | Jankidevi Bajaj Gram Vikas Sanstha | CSR00001725 | |
| 4 | For different projects such as construction of laboratory for physics and chemistry, MissionVayu-50 Bipap and 400 Oxygen Concentrators, Donation to Akshaya Patra Foundation, Donation to Armed Forces Flag Day Fund – 2020 etc. | Healthcare (i), Education (ii), Armed Forces veterans (vi) etc. | For different locations in Maharashtra, Rajasthan, Uttarakhand and PAN India in both local areas and elsewhere. | | | (1.46) | No | Shiksha Mandal, JBGVS, Akshay Patra Foundation, Kendriya Sainik Board [Armed Forces Flag Day Fund] etc. | Various numbers | |
| Total | | | | | | | 24.66 | | | |

(expenditure on above projects is below ₹ 2 crore per project is arrived at after adjustments towards refunds)

| | |
|--|---------------|
| (d) Amount spent in Administrative Overheads | ₹ 3.01 crore |
| (e) Amount spent on Impact Assessment, if applicable | Nil |
| (f) Total amount spent for the financial Year (8b+8c+8d+8e) ('spent' as clarified by MCA FAQ dated 25 August 2021) | ₹ 75.66 crore |
| (g) Amount transferred to Unspent CSR A/c 2021-22 | ₹ 51.00 crore |
| (h) Excess amount for set-off, if any | |

(₹ in Crore)

| Sr. No. | Particulars | Amount |
|---------|---|--------|
| (i) | Two percent of average net profit of the company as per section 135(5) (rounded off) | 128.00 |
| (ii) | Total amount 'spent' for the Financial Year | 75.66 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | - |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | 1.34 |
| (v) | Amount available for set-off in succeeding financial years [(iii)-(iv)] | NA |
| (vi) | Amount transferred to Unspent CSR A/c 2021-22 | 51.00 |

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not applicable

| Sr. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135(6) (in ₹) | Amount spent in the reporting Financial Year (in ₹) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any | | | Amount remaining to be spent in succeeding financial years (in ₹) |
|---------|--------------------------|---|---|---|---------------|------------------|---|
| | | | | Name of the Fund | Amount (in ₹) | Date of transfer | |
| 1 | 2018-19 | Nil | Nil | - | - | - | - |
| 2 | 2019-20 | Nil | Nil | - | - | - | - |
| 3 | 2020-21 | Nil | Nil | - | - | - | - |

(b) Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s):

| Sr. No. | Project ID | Name of the Project | Financial Year in which the project was commenced | Project duration | Total amount allocated for the project (₹ in Cr.) | Amount spent on the project in the reporting Financial Year (₹ in Cr.) | Cumulative amount spent at the end of reporting Financial Year (₹ in Cr.) | Status of the project Completed/ Ongoing |
|---------|-----------------|---|---|--|---|--|---|--|
| 1 | FY31.03.2021_23 | Augmenting conservation of water for improving resilience of agriculture in rainfed areas | 2017-18 | 60 Months Amended upto 31 March 2023 | 27.00 | 4.00 | 23.85 | Ongoing |
| 2 | NA* | Integrated Rural and Urban Development program 21-22 | 2020-21 | 15 Months | 9.51 | 4.00 | 5.76 | Ongoing |
| 3 | FY31.03.2021_35 | Incorporating Multi Skill Foundation Course into School Curriculum (MSFC) | 2019-20 | 39 Months Amended upto 31 March 2023 | 10.61 | 3.95 | 7.64 | Ongoing |
| 4 | NA* | Fellowship and Beyond Classroom | 2019-20 | 36 Months | 5.90 | 3.45 | 3.45 | Ongoing |
| 5 | FY31.03.2021_54 | Bajaj Water Conservation Project-Phase-III | 2019-20 | 46 Months Amended upto September 2023 | 11.76 | 3.11 | 5.11 | Ongoing |

(b) Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s) (Contd.):

| Sr. No. | Project ID | Name of the Project | Financial Year in which the project was commenced | Project duration | Total amount allocated for the project (₹ in Cr.) | Amount spent on the project in the reporting Financial Year (₹ in Cr.) | Cumulative amount spent at the end of reporting Financial Year (₹ in Cr.) | Status of the project Completed/ Ongoing |
|---------|---|--|---|---|---|--|---|--|
| 6 | FY31.03.2021_55 | AuroAgni - Global Centre of Excellence for Integral Yoga | 2019-20 | 29 Months | 4.90 | 2.75 | 4.90 | Completed |
| 7 | NA* | Hostels and residential quarters at Shiksha Mandal's Bajaj Institute of Technology, Wardha | 2020-21 | 40 Months Amended upto 31 March 2024 | 17.00 | 2.00 | 3.00 | Ongoing |
| 8 | For different projects – (expenditure project is below ₹ 2 crore per project) | For different projects such as Bhartiya Yuva Shakti Trust Youth Entrepreneurship Development Program, Running Room to Read's Literacy Program in 120 villages, Bringing Quality Healthcare to Rural Kumaon, Support for vaccination and sterilization of stray canines, Enhancing Livelihood of Rural Youth Through Skill Training And Enterprise Support etc. (expenditure on above projects is below ₹ 2 crore per project) | Various periods | | 75.69 | 13.87 | 51.03 | Ongoing / Completed |
| | | | | | Total | 37.13 | | |

Note: *These projects relate to projects commenced in 2020-21, but which got converted into 'Ongoing Projects' during the year 2021-22 and hence there are no corresponding Project IDs for these projects.

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Nil; Not Applicable

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5):

- Taking into account the commitments made by the company for the ongoing CSR projects/programs which are in progress and considering the project mode of CSR activity where the projects can extend beyond the financial year, there is no shortfall in the CSR expenditure mandated to be spent by the company during the financial year ended 31 March 2022.
- Further, in light of the circular dated 25 August 2021 issued by Ministry of Corporate Affairs ('MCA') on the Frequently Asked Questions on CSR, mere disbursement of funds for implementation of a project does not amount to spending unless the implementing agency utilizes the whole amount.
- As per provisions of section 135(6) of the Act, any amount remaining unspent under section 135(5) pursuant to any ongoing project shall be transferred by the company within a period of 30 days from the end of the financial year to a special account to be opened by the company. Accordingly, such amount has been transferred by the company to the specified account so opened within the prescribed period. As per the said circular of MCA, this amounts to meeting of the obligation and due compliance under section 135 of the said Act.

Rajiv Bajaj
Managing Director & CEO and
Chairman of CSR Committee

Pune: 27 April 2022



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Annexure to Directors' Report

Remuneration Details under Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) for the year ended 31 March 2022

| Sr. No. | Name of Director/KMP | Ratio of Remuneration of director to Median Remuneration of employees | % increase in the financial year |
|------------|--|---|----------------------------------|
| (A) | Whole-time directors/Managerial Personnel | | |
| | Rajiv Bajaj -Managing Director | 570.07 | 12.40 |
| | Pradeep Shrivastava - Executive Director | 117.85 | 13.40 |
| | Rakesh Sharma - Executive Director | 128.73 | 26.49 |
| | Whole-time Directors in aggregate | | 14.56 |
| (B) | Non-executive directors¹ | | |
| | Rahul Bajaj ² | 0.31 | 0.00 |
| | Madhur Bajaj | 1.56 | 0.00 |
| | Sanjiv Bajaj | 1.56 | 0.00 |
| | Shekhar Bajaj | 1.56 | 0.00 |
| | D J Balaji Rao | 5.00 | 0.00 |
| | Niraj Bajaj | 2.50 | 60.00 |
| | Dr. Gita Piramal | 3.44 | -15.38 |
| | Dr. Naushad Forbes | 4.06 | 18.18 |
| | Dr. Omkar Goswami ³ | 0.31 | 0.00 |
| | Anami N. Roy | 3.75 | 0.00 |
| | Pradip Shah | 1.25 | -20.00 |
| | Ms. Lila Poonawalla | 1.56 | 0.00 |
| | Abhinav Bindra | 1.56 | 25.00 |
| (C) | Key Managerial Personnel | | |
| | Rajiv Bajaj, Managing Director | | 12.40 |
| | Soumen Ray, Ex-CFO ⁴ | | 0.00 |
| | Dinesh Thapar, CFO ⁵ | | 0.00 |
| | Dr. J Sridhar, Company Secretary | | 38.04 |
| (D) | Remuneration of Median Employee (other than whole-time directors) | | 18.87 |
| (E) | Permanent employees as on 31 March 2022⁶ : 7,317 | | |

- (a) Remuneration payable to Non-executive directors is based on the number of meetings of the Board & its Committees attended by them as member during the year.
(b) Remuneration to directors for the above purposes does not include sitting fees paid to them for attending board/committee meetings.
- Rahul Bajaj resigned as Non-executive director (Non-executive Chairman) of the Company on 30 April 2021 and was appointed as Chairman Emeritus of the Company w.e.f. 1 May 2021. He later expired on 12 February 2022. Figures regarding % increase in his case are therefore not comparable/not applicable.
- Dr. Omkar Goswami resigned on 9 July 2021 and ceased to be a director of the Company w.e.f. 9 July 2021. Figures regarding % increase in his case are therefore not comparable/not applicable.
- Soumen Ray ceased to be CFO of the Company w.e.f. 21 December 2021. Figures regarding % increase in his case are therefore not comparable/not applicable.
- Dinesh Thapar was appointed as CFO of the Company w.e.f. 15 March 2022. Figures regarding % increase in his case are therefore not comparable/not applicable.
- The term 'Permanent Employees' does not include trainees, probationers and contract employees.

Notes on Disclosures under Rule 5

- In FY 2021-22, the remuneration of median employee other than whole-time Directors increased by 18.87% over the previous year.
- Increase in the remuneration of the WTDs/Managerial Personnel, which in the aggregate was 14.56% during the year under review, was given, keeping in view the trends of remuneration in industry.
- The remuneration paid as above was as per the Remuneration Policy of the Company.

Secretarial Audit Report (Form No. MR-3)

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the financial year ended 31 March 2022.

To,
The Members,
Bajaj Auto Ltd.
(CIN: L65993PN2007PLC130076)
Mumbai-Pune Road,
Akurdi, Pune-411035.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bajaj Auto Ltd.** (hereinafter called as 'The Company'). Subject to limitation of physical interaction and verification of records caused by Covid-19 Pandemic, while taking review for the financial year, the Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, and subject to letter annexed herewith, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2022, complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2022, according to the provisions of:

- 1) The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 6) Motor Vehicles Act, 1988 to the extent of product certification before production and from time to time primarily in respect of vehicles manufactured by the Company.

I have also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards pursuant to section 118(10) of the Act, issued by the Institute of Company Secretaries of India.
- (ii) Listing Agreements entered into by the Company with BSE Ltd. and National Stock Exchange of India Ltd. as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors including a woman independent director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings including Committees thereof, along with agenda and detailed notes on agenda at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors. The decisions at the meeting were carried unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there was no other event/action having major bearing on affairs of the Company.

Pune: 27 April 2022
UDIN: F001587D000215823

Shyamprasad D Limaye
FCS No. 1587 CP No. 572



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BAJAJ
Maxima C

ANNEXURE

To the Members of **Bajaj Auto Ltd.**
Mumbai-Pune Road,
Akurdi, Pune-411035.

My Secretarial Audit Report for Financial Year ended on 31 March 2022 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of event etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Pune: 27 April 2022

Shyamprasad D. Limaye
FCS No. 1587
C P No.: 572

Independent Auditors' Report on compliance with the conditions of Corporate Governance

[As per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To the Members of **Bajaj Auto Ltd.**

Mumbai–Pune Road,
Akurdi, Pune-411 035.

1. The Corporate Governance Report prepared by Bajaj Auto Ltd. (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended 31 March 2022 as required by the Company for annual submission to the Stock exchange.

Management's responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditors' responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations referred to in paragraph 1 above.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditors' judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
 - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on 31 March 2022 and verified that at least one independent woman director was on the Board of Directors throughout the year;

- iv. Obtained and read the minutes of the following committee meetings/other meetings held from 1 April 2021 to 31 March 2022:
 - (a) Board of Directors;
 - (b) Audit Committee;
 - (c) Annual General Meeting (AGM);
 - (d) Nomination and Remuneration Committee;
 - (e) Stakeholders' Relationship Committee;
 - (f) Risk Management Committee;
 - (g) Corporate Social Responsibility Committee;
 - (h) Duplicate Share Certificate Issuance Committee.
 - v. Obtained necessary declarations from the directors of the Company.
 - vi. Obtained and read the policy adopted by the Company for related party transactions.
 - vii. Obtained the schedule of related party transactions during the year and balances at the year end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.
 - viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended 31 March 2022, referred to in paragraph 4 above.

Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Arvind Sethi
Partner
Membership Number: 089802
UDIN: 22089802AHWJVM5387

Pune: 27 April 2022



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Declaration by Chief Executive Officer (MD)

[Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Rajiv Bajaj, Managing Director and CEO of Bajaj Auto Ltd. hereby declare that all the members of Board of Directors and Senior Management have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management of the Company for the year ended 31 March 2022.

Rajiv Bajaj
Managing Director and CEO

Pune: 27 April 2022

Certificate by Practising Company Secretary

[Pursuant to Schedule V read with Regulation 34(3) of the SEBI Listing Regulations, 2015 (as amended)]

In the matter of Bajaj Auto Ltd. (CIN: L65993PN2007PLC130076) having its registered office at Mumbai-Pune Road, Akurdi, Pune-411035.

On the basis of examination of the books, minute books, forms and returns filed and other records maintained by the Company and declarations made by the directors and explanations given by the Company and subject to limitation of physical interaction and verification of records caused by Covid 19 pandemic.

I certify that the following persons are directors of the Company (during 01/04/2021 to 31/03/2022) and none of them have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

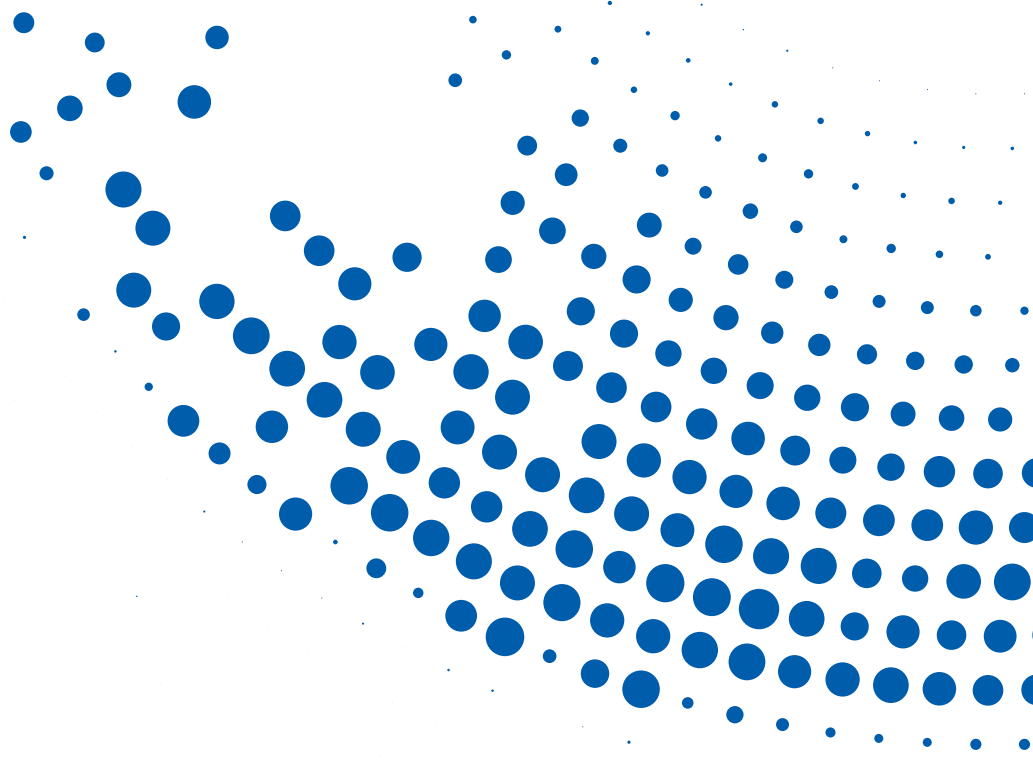
| Sr. No. | Name of Director | DIN | Designation |
|---------|---------------------------------|----------|-----------------------------|
| 1 | Nirajkumar Ramkrishnaji Bajaj | 00028261 | Non-Executive Chairman |
| 2 | Madhulkumar Ramkrishnaji Bajaj | 00014593 | Non-Executive Vice Chairman |
| 3 | Rajivnayan Rahul Kumar Bajaj | 00018262 | Managing Director |
| 4 | Sanjivnayan Rahul Kumar Bajaj | 00014615 | Non-Executive Director |
| 5 | Shekhar Bajaj | 00089358 | Non-Executive Director |
| 6 | Balaji Rao Jagannathrao Doveton | 00025254 | Independent Director |
| 7 | Gita Piramal | 01080602 | Independent Director |
| 8 | Pradeep Shrivastava | 07464437 | Executive Director |
| 9 | Naushad Darius Forbes | 00630825 | Independent Director |
| 10 | Anami Narayan Prema Roy | 01361110 | Independent Director |
| 11 | Rakesh Sharma | 08262670 | Executive Director |
| 12 | Pradip Panalal Shah | 00066242 | Independent Director |
| 13 | Lila Firoz Poonawalla | 00074392 | Independent Director |
| 14 | Abhinav Bindra | 00929250 | Independent Director |

Notes:

1. Rahul Bajaj resigned as Non-executive director (Non-executive Chairman) of the Company on 30 April 2021 and was appointed as Chairman Emeritus of the Company w.e.f. 1 May 2021. He later expired on 12 February 2022.
2. Dr. Omkar Goswami resigned on 9 July 2021 and ceased to be a director of the Company w.e.f. 9 July 2021.

Pune: 27 April 2022
UDIN: F001587D000215845

Shyamprasad D Limaye
FCS No. 1587 CP No. 572



STANDALONE FINANCIAL STATEMENTS

Independent Auditors' Report on the Standalone Financial Statements

To the Members of **Bajaj Auto Ltd.**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Bajaj Auto Ltd. (the 'Company'), which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditors' responsibilities for the audit of the standalone financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended 31 March 2022. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditors' responsibilities for the audit of the standalone financial statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters

How our audit addressed the key audit matter

Accounting for income from government grants (as described in Note 29 of the standalone financial statements)

The Company is entitled to an Industrial Promotion Subsidy, an incentive, amounting to ₹ 533.50 crore under a Package Scheme of Incentives of the Government of Maharashtra based on the eligible capital investments made from 1 April 2012 to 31 March 2017. Validity period to claim incentive under the scheme is from 1 April 2015 to 31 March 2024.

The Company has recognised the incentive ('Grant income') amounting to ₹ 30.50 crore for the year 2021-22 in Other Operating Income and ₹ 315.28 crore for years 2015-16 to 2020-21 as exceptional item in the Statement of Profit and Loss based on fulfillment of eligibility conditions. This transaction had a significant effect on the financial statements for the year and hence is considered as key audit matter.

Our audit procedures included the following:

- Obtained and read the eligibility certificate received by the Company from the Directorate of Industries, the Government of Maharashtra.
- Read the terms and conditions of the Scheme issued by the Government of Maharashtra and the compliance to those conditions.
- Obtained and tested the computation of Grant income prepared by Management.
- Assessed and tested the compliance in relation to recognition of income in accordance with Ind AS.
- Assessed the disclosures in the financial statements for compliance with relevant standards.
- Obtained Management representation in regard to the recognition and disclosures in respect of the Grant income.

We have determined that there are no other key audit matters to communicate in our report.

Independent Auditors' Report on the Standalone Financial Statements (Contd.)

Other information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Chairman's letter, Management Discussion and Analysis, Corporate Governance and Directors' Report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' responsibilities for the audit of the standalone financial statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

Independent Auditors' Report on the Standalone Financial Statements (Contd.)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended 31 March 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditors' Report) Order, 2020 (the 'Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in Annexure 2 to this report;
 - (g) In our opinion, the managerial remuneration for the year ended 31 March 2022 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

Independent Auditors' Report on the Standalone Financial Statements (Contd.)

- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 35 to the standalone financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 33 to the standalone financial statements;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other person or entity, including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The final dividend proposed by the Board of directors for the year ended 31 March 2021 and paid during the current year by the Company is in compliance with section 123 of the Act.

As stated in Note 34(b) to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2022, which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act to the extent applicable.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Arvind Sethi
Partner
Membership Number: 089802
UDIN: 22089802AHWJOJ3347
Pune: 27 April 2022

Annexure 1 to Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on other legal and regulatory requirements' of our report of even date to the members of Bajaj Auto Ltd.

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
(B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) Property, plant and equipment have been physically verified by Management in accordance with a planned program of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The title deeds of all immovable properties included in property, plant and equipment; and investment property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its property, plant and equipment or intangible assets during the year ended 31 March 2022. Accordingly, the requirement to report on clause 3(i)(d) of the Order is not applicable to the Company.
- (e) Based on the information and explanations given to us, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Accordingly, the requirement to report on clause 3(i)(e) of the Order is not applicable to the Company.
- ii. (a) The inventory has been physically verified by Management during the year except for inventories lying with third parties. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed during such verification. In our opinion, the frequency of verification by Management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by them as at 31 March 2022 and discrepancies of 10% or more in aggregate for each class of inventory were not noticed in respect of such confirmations.
- (b) Based on the information and explanations given by Management, the Company has not been sanctioned any working capital limits on the basis of security of current assets from banks or financial institutions during any point of time of the year. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to any other entity, other than to its employees as follows:

| Particulars | Loans to employees (₹ in Crore) |
|--|---------------------------------|
| Aggregate amount granted during the year | 4.06 |
| Balance outstanding as at Balance Sheet date | 8.10 |

Accordingly, the requirement to report on clause 3(iii)(a)(A) and (B) of the Order are not applicable to the Company.

- (b) During the year the investments made and the terms and conditions of the grant of all loans and advances in the nature of loans to its employees are not prejudicial to the Company's interest. Since, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to any other entity, other than to its employees, the requirement to report on clause 3(iii)(b), 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable in respect of any entity other than employees.
- (c) The Company has granted loans and advances in the nature of loans during the year to its employees where the schedule of repayment of principal and payment of interest has been stipulated and the repayment/receipts are regular.
- (d) In respect of loans and advances in the nature of loans granted to employees during the year, there are no amounts overdue for more than ninety days. Accordingly, the requirement to report on clause 3(iii)(d) in respect of employees is not applicable.

Annexure 1 to Independent Auditors' Report (Contd.)

- (e) In respect of loans and advances in the nature of loans granted to employees, there were no amounts which have fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same employees. Accordingly, the requirement to report on clause 3(iii)(e) in respect of employees is not applicable.
- (f) In respect of loans and advances in the nature of loans granted to employees, there were no amounts granted which were either repayable on demand or without specifying any terms or period of repayment. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- iv. The Company has not advanced any loans, guarantees or security to any entity covered by the provisions of section 185 and section 186 of the Companies Act 2013. Accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company in respect of section 185 and section 186 of the Companies Act 2013, pertaining to these transactions. In respect of investments made, the Company has complied with the provisions of section 186 of the Companies Act 2013.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not specified the maintenance of cost records under Section 148(1) of the Act for the products of the Company.
- vii. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues wherever applicable. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues wherever applicable, and which have not been deposited on account of any dispute, are as follows:

| Name of the statute | Nature of dues | Amount (₹ In Crore) | Period to which the amount relates | Forum where the dispute is pending |
|---|-----------------------------------|------------------------|---|--|
| The Central Excise Act, 1944 | Excise Duty | 327.48 | Various years from 2010-11 to 2016-17 | Supreme Court |
| | Excise Duty | 1.43 | Various years from 1985-86 to 2001-02 | High Court |
| | Excise Duty | 1.37 | Various years from 1983-84 to 2014-15 | Custom Excise and Service Tax Appellate Tribunal |
| | Excise Duty | 0.42 | Various years from 1991-92 to 2017-18 | Commissioner Appeals |
| Finance Act, 2001 | National Calamity Contingent Duty | 342.00 | Various years from 2007-08 to 2014-15 | Supreme Court |
| Central Sales Tax Act, 1956 and Sales Tax Act of various States | Sales Tax | 0.99 | Various years from 1996-97 to 2001-02 | High Court |
| | Sales Tax | 99.66 | Various years from 2001-02 to 2010-11 | Appellate Tribunal |
| | Sales Tax | 0.25 | Financial year 2009-10 | Appellate Authority |
| | Sales Tax | 53.04 | Various years from 1999-00 to 2016-17 | Appellate Authority |
| The Income Tax Act, 1961 | Income Tax | 502.01 | Various years from 2007-08 to 2011-12 | Income Tax Appellate Tribunal |
| | Income Tax | 88.83 | Various years from 2012-13 to 2018-19 | Commissioner of Income Tax (Appeals) |
| The Customs Act, 1962 | Customs Duty | 3.85 | Financial year 1984-85 and 1985-86 | High Court |
| | Customs Duty | 5.50 | Various years from 1977-78 to 2013-14 | Assistant Commissioner of Customs |
| Octroi | Octroi Duty | 8.44 | Various years from 1988-89 to 2004-05 and from 2012-13 to 2016-17 | High Court |
| | Octroi Duty | 4.23 | Various years from 1981-82 to 1988-89 | District Court |

Note: The amounts disclosed above are net of the payments made to the respective authorities where the dispute is pending.

Annexure 1 to Independent Auditors' Report (Contd.)

- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. (a)/(c)
The Company has not defaulted in the repayment of loans (sales tax deferral) to any lender during the year. Further, the Company did not have any term loans or interest due to any lender during the year. Accordingly, the requirement to report on clause 3(ix)(a) and 3(ix)(c) of the Order is not applicable to the Company.
- (b) Based on the information and explanations given to us, the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (d) The Company has not raised any funds on short-term basis during the year hence, the requirement to report on clause 3(ix)(d) of the Order is not applicable to the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates. The Company did not have any joint ventures during the year. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. The Company did not have any joint ventures during the year. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company.
- x. (a) The Company has not raised any money during the year by way of further public offer (including debt instruments). Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, the requirement to report on clause 3(x)(b) of the order is not applicable to the Company.
- xi. (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year. Accordingly, the requirement to report on clause 3(xi)(a) of the Order is not applicable to the Company.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
- xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirements to report on Clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order are not applicable to the Company.
- xiii. Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly the requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a)/(b)/(c)
The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Further, the Company has not conducted any Non-Banking Financial or Housing Finance activities and is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(a), 3 (xvi)(b) and 3(xvi)(c) of the Order is not applicable to the Company.

Annexure 1 to Independent Auditors' Report (Contd.)

- (d) In our opinion, and according to the information and explanation given to us, in the Group (in accordance with Core Investment Companies (Reserve Bank) Directions, 2016) there are 16 companies forming part of the Group of the Company which are CICs (These are unregistered CICs as per Para 8.1/9.1 of Notification No. RBI/2020-21/24 dated 13 August 2020 of the Reserve Bank of India).
- xvii. The Company has not incurred cash losses in the current year and immediately preceding financial year respectively. Accordingly, the requirement to report on clause 3(xvii) of the Order is not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios disclosed in note 42 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 28 to the financial statements.
- (b) All amounts that are unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in Note 28 to the financial statements.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Arvind Sethi
Partner
Membership Number: 089802
UDIN: 22089802AHWJ0J3347
Pune: 27 April 2022

Annexure 2 to Independent Auditors' Report

Referred to in paragraph 2(f) under the heading 'Report on other legal and regulatory requirements' of our report of even date to the members of Bajaj Auto Ltd.

Report on the internal financial controls under clause (i) of sub-section 3 of section 143 of the companies act, 2013 (the 'Act')

We have audited the internal financial controls with reference to standalone financial statements of Bajaj Auto Ltd. (the 'Company') as of 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of internal financial controls with reference to these standalone financial statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Annexure 2 to Independent Auditors' Report (Contd.)

Inherent limitations of internal financial controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Arvind Sethi
Partner
Membership Number: 089802
UDIN: 22089802AHWJOJ3347
Pune: 27 April 2022

Balance Sheet

| Particulars | Note No. | (₹ In Crore) | |
|-------------------------------------|----------|------------------|------------------|
| | | As at 31 March | |
| | | 2022 | 2021 |
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 2 | 1,757.57 | 1,565.33 |
| Capital work-in-progress | 2 | 76.82 | 15.98 |
| Investment property | 3 | 51.13 | 52.30 |
| Intangible assets | 4 | 25.32 | 47.30 |
| Intangible assets under development | 4 | – | – |
| Investments in subsidiaries | 5A | 1,248.43 | 1,233.26 |
| Financial assets | | | |
| Investments | 5B | 17,601.20 | 13,369.58 |
| Trade receivables | 10 | – | – |
| Loans | 6 | 4.57 | 5.22 |
| Other financial assets | 7 | 61.39 | 26.21 |
| Income tax assets (net) | | 749.24 | 714.81 |
| Other non-current assets | 8 | 351.80 | 325.08 |
| | | 21,927.47 | 17,355.07 |
| Current assets | | | |
| Inventories | 9 | 1,230.51 | 1,493.89 |
| Financial assets | | | |
| Investments | 5B | 4,969.13 | 8,028.11 |
| Trade receivables | 10 | 1,516.38 | 2,716.85 |
| Cash and cash equivalents | 11 | 563.97 | 505.13 |
| Other bank balances | 12 | 24.37 | 22.23 |
| Loans | 6 | 4.17 | 5.74 |
| Other financial assets | 7 | 596.26 | 223.53 |
| Other current assets | 8 | 1,089.68 | 1,179.65 |
| | | 9,994.47 | 14,175.13 |
| | | 31,921.94 | 31,530.20 |

Balance Sheet (Contd.)

| Particulars | Note No. | As at 31 March | |
|--|----------|------------------|------------------|
| | | (₹ In Crore) | |
| | | 2022 | 2021 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 13 | 289.37 | 289.37 |
| Other equity | 14 | 26,379.43 | 24,912.89 |
| | | 26,668.80 | 25,202.26 |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Sales tax deferral | 15 | 122.77 | 121.46 |
| Provisions | 16 | 1.30 | 1.98 |
| Deferred tax liabilities (net) | 17 | 403.33 | 522.14 |
| Government grant | | 36.00 | 38.65 |
| Other non-current liabilities | 18 | 0.30 | 0.50 |
| | | 563.70 | 684.73 |
| Current liabilities | | | |
| Financial liabilities | | | |
| Trade payables | | | |
| Total outstanding dues of micro enterprises and small enterprises | 19 | 150.64 | 121.20 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 19 | 3,482.54 | 4,452.61 |
| Other financial liabilities | 20 | 397.00 | 407.44 |
| Other current liabilities | 21 | 478.71 | 482.79 |
| Provisions | 16 | 153.75 | 152.37 |
| Government grant | | 2.65 | 2.65 |
| Current tax liabilities (net) | | 24.15 | 24.15 |
| | | 4,689.44 | 5,643.21 |
| | | 31,921.94 | 31,530.20 |
| Summary of significant accounting policies followed by the Company | 1 | | |

The accompanying notes are an integral part of the financial statements.

As per our report of even date

On behalf of the Board of Directors

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

Niraj Bajaj
Chairman

per Arvind Sethi
Partner
Membership Number: 089802
Pune: 27 April 2022

Dinesh Thapar
Chief Financial Officer

Rajiv Bajaj
Managing Director

Dr. J Sridhar
Company Secretary

Madhur Bajaj
Vice Chairman

Statement of Profit and Loss

| Particulars | Note No. | (₹ In Crore) | |
|---|----------|-----------------------------|------------------|
| | | For the year ended 31 March | |
| | | 2022 | 2021 |
| Revenue from contracts with customers | | 32,135.98 | 27,132.90 |
| Other operating revenue | | 1,008.73 | 608.18 |
| Revenue from operations | 22 | 33,144.71 | 27,741.08 |
| Other income | 23 | 1,209.24 | 1,276.46 |
| Total income | | 34,353.95 | 29,017.54 |
| Expenses | | | |
| Cost of raw materials and components consumed | | 22,169.88 | 18,308.09 |
| Purchase of traded goods | | 1,971.98 | 1,521.04 |
| Changes in inventories of finished goods, work-in-progress and traded goods | 24 | 187.96 | (219.48) |
| Employee benefits expense | 25 | 1,358.80 | 1,285.96 |
| Finance costs | 26 | 8.66 | 6.66 |
| Depreciation and amortisation expense | 27 | 269.17 | 259.28 |
| Other expenses | 28 | 2,210.76 | 1,929.26 |
| Expenses, included in above items, capitalised | | (13.31) | (12.27) |
| Total expenses | | 28,163.90 | 23,078.54 |
| Profit before exceptional items and tax | | 6,190.05 | 5,939.00 |
| Exceptional items | 29 | (315.28) | – |
| Profit before tax | | 6,505.33 | 5,939.00 |
| Tax expense | | | |
| Current tax | | 1,667.11 | 1,348.10 |
| Deferred tax | | (180.65) | 36.31 |
| Total tax expense | 30 | 1,486.46 | 1,384.41 |
| Profit for the year | | 5,018.87 | 4,554.59 |

Statement of Profit and Loss (Contd.)

| Particulars | Note No. | For the year ended 31 March | |
|--|----------|-----------------------------|-----------------|
| | | 2022 | 2021 |
| (₹ In Crore) | | | |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Actuarial gains/(losses) of defined benefit plans | | 17.94 | 16.33 |
| Tax impact on above | | (4.52) | (4.11) |
| Changes in fair value of FVTOCI equity instruments | | 605.59 | 567.27 |
| Tax impact on above | | (67.61) | (65.71) |
| Items that will be reclassified to profit or loss | | | |
| Valuation gains/(losses) on derivative hedging instruments | | (40.87) | 276.65 |
| Tax impact on above | | 10.29 | (69.63) |
| Other comprehensive income for the year (net of tax) | | 520.82 | 720.80 |
| Total comprehensive income for the year | | 5,539.69 | 5,275.39 |
| Basic and diluted Earnings per share (in ₹) | 31 | 173.6 | 157.5 |
| (Nominal value per share ₹ 10) | | | |
| Summary of significant accounting policies followed by the Company | 1 | | |

The accompanying notes are an integral part of the financial statements.

As per our report of even date

On behalf of the Board of Directors

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

Niraj Bajaj
Chairman

per Arvind Sethi
Partner
Membership Number: 089802
Pune: 27 April 2022

Dinesh Thapar
Chief Financial Officer

Rajiv Bajaj
Managing Director

Dr. J Sridhar
Company Secretary

Madhur Bajaj
Vice Chairman

Statement Of Changes In Equity

A. Equity share capital

(₹ In Crore)

| Particulars | Note No. | For the year ended 31 March | |
|---|----------|-----------------------------|---------------|
| | | 2022 | 2021 |
| At the beginning of the year | | 289.37 | 289.37 |
| Changes in equity share capital due to prior period errors | | - | - |
| Restated balance at the beginning of the current reporting period | | 289.37 | 289.37 |
| Changes in equity share capital during the year | | - | - |
| At the end of the year | 13 | 289.37 | 289.37 |

B. Other equity

(₹ In Crore)

| Particulars | Note No. | Reserves and surplus | | Cash flow hedging reserve | Other reserves | | | Total other equity | |
|---|----------|----------------------|-------------------|---------------------------|--------------------------|-----------------|------------------------------|--------------------|------------------|
| | | General reserve | Retained earnings | | Costs of hedging reserve | FVTOCI reserve | Share based payments reserve | | Treasury shares |
| Balance as at 31 March 2020 | 14 | 5,431.60 | 14,750.44 | 5.63 | (121.81) | (413.13) | 10.01 | (26.62) | 19,636.12 |
| Profit for the year | - | - | 4,554.59 | - | - | - | - | - | 4,554.59 |
| Recognition of share based payments to employees | - | - | - | - | - | - | 6.90 | - | 6.90 |
| Other comprehensive income (net of tax) | - | - | 12.22 | 143.27 | 63.75 | 501.56 | - | - | 720.80 |
| Total comprehensive income for the year ended 31 March 2021 | - | - | 4,566.81 | 143.27 | 63.75 | 501.56 | 6.90 | - | 5,282.29 |
| Transactions with owners in their capacity as owners | | | | | | | | | |
| Transfer from Retained earnings to General reserve | | 456.00 | (456.00) | - | - | - | - | - | - |
| Treasury shares held by ESOP Trust | | - | - | - | - | - | - | (5.52) | (5.52) |
| Balance as at 31 March 2021 | 14 | 5,887.60 | 18,861.25 | 148.90 | (58.06) | 88.43 | 16.91 | (32.14) | 24,912.89 |
| Profit for the year | - | - | 5,018.87 | - | - | - | - | - | 5,018.87 |
| Recognition of share based payments to employees | - | - | - | - | - | - | 15.36 | - | 15.36 |
| Other comprehensive income (net of tax) | - | - | 13.42 | (94.57) | 63.99 | 537.98 | - | - | 520.82 |
| Total comprehensive income for the year ended 31 March 2022 | - | - | 5,032.29 | (94.57) | 63.99 | 537.98 | 15.36 | - | 5,555.05 |
| Transactions with owners in their capacity as owners | | | | | | | | | |
| Transfer from Retained earnings to General reserve | | 502.00 | (502.00) | - | - | - | - | - | - |
| Treasury shares held by ESOP Trust | | - | - | - | - | - | - | (37.37) | (37.37) |
| Final dividend for the year ended 31 March 2021 | | - | (4,051.14) | - | - | - | - | - | (4,051.14) |
| Balance as at 31 March 2022 | 14 | 6,389.60 | 19,340.40 | 54.33 | 5.93 | 626.41 | 32.27 | (69.51) | 26,379.43 |

Note: There are no changes in accounting policies or prior period errors during the current or previous year.

Summary of significant accounting policies followed by the Company 1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Arvind Sethi
Partner
Membership Number: 089802
Pune: 27 April 2022

Dinesh Thapar
Chief Financial Officer

Dr. J Sridhar
Company Secretary

On behalf of the Board of Directors

Niraj Bajaj
Chairman

Rajiv Bajaj
Managing Director

Madhur Bajaj
Vice Chairman

Statement Of Cash Flows

(₹ In Crore)

| Particulars | For the year ended 31 March | |
|---|-----------------------------|-----------------|
| | 2022 | 2021 |
| I. Operating activities | | |
| Profit before tax | 6,505.33 | 5,939.00 |
| Adjustments to reconcile profit before tax to net cash flows: | | |
| Add: | | |
| i) Depreciation and amortisation | 269.17 | 259.28 |
| ii) Loss on property, plant and equipment sold, demolished, discarded and scrapped | 8.88 | 13.10 |
| iii) Provision for doubtful debts and advances | (4.44) | 16.15 |
| iv) Share based payment to employees | 15.36 | 6.90 |
| v) Exchange loss/(gain) on cash and cash equivalents | (3.55) | 1.19 |
| vi) Exchange loss/(gain) on trade receivables | 2.39 | (6.01) |
| vii) Exchange loss/(gain) on import payables | 3.64 | 0.10 |
| viii) Interest adjustment on Government grant | 1.31 | 1.18 |
| ix) Interest expense | 7.35 | 5.48 |
| | 300.11 | 297.37 |
| Less: | | |
| i) Investment income included in above: | | |
| Interest income on fixed income securities | 275.05 | 65.77 |
| Interest income on fixed deposits | 36.42 | 17.87 |
| Interest income on exchange traded funds | 204.68 | 76.85 |
| Interest income on fixed maturity plans | 388.93 | 842.51 |
| Profit on sale of other investments, net | 35.72 | 15.74 |
| Gain on valuation and realisation of mutual funds measured at fair value through profit or loss | 188.75 | 254.25 |
| Dividend income on other strategic investments | 45.50 | - |
| Amortisation of premium/discount on acquisition of fixed income securities | (17.67) | (5.57) |
| | 1,157.38 | 1,267.42 |
| ii) Government grants | 2.65 | 2.65 |
| iii) Exceptional item - PSI Scheme | 315.28 | - |
| iv) Surplus on sale of property, plant and equipment | 21.59 | 1.94 |
| | (1,496.90) | (1,272.01) |
| | 5,308.54 | 4,964.36 |
| Change in assets and liabilities | | |
| i) (Increase)/decrease in inventories | 263.38 | (430.39) |
| ii) (Increase)/decrease in trade receivables | 1,202.52 | (1,001.89) |
| iii) (Increase)/decrease in loans and other assets | 77.19 | (561.50) |
| iv) Increase/(decrease) in liabilities and provisions | (942.20) | 1,483.32 |
| | 600.89 | (510.46) |
| Annuity payments (net) to VRS/Welfare scheme optees | (0.32) | (0.35) |
| Net cash flow from operating activities before income-tax | 5,909.11 | 4,453.55 |
| Income-tax paid | (1,701.54) | (1,339.69) |
| Net cash flow from/(used in) operating activities | 4,207.57 | 3,113.86 |
| Carried forward | 4,207.57 | 3,113.86 |

Statement Of Cash Flows (Contd.)

| Particulars | (₹ In Crore) | |
|---|-----------------------------|-------------------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Brought forward | 4,207.57 | 3,113.86 |
| II. Investing activities | | |
| i) Investment in subsidiary | (15.17) | – |
| ii) Sale of investments | 11,526.59 | 3,555.72 |
| iii) Purchase of investments | (11,083.79) | (5,888.39) |
| iv) Sale/(purchase) of liquid mutual funds, etc., net | (209.44) | (351.28) |
| v) Investment in treasury shares by ESOP trust | (37.37) | (5.52) |
| vi) (Increase)/decrease in other bank balances | (2.14) | 8.71 |
| vii) Purchase of property, plant and equipment (including advances) | (550.67) | (241.04) |
| viii) Sale proceeds of property plant and equipment | 33.07 | 5.70 |
| ix) Capital expenditure on development of technical know-how | – | (15.53) |
| | (338.92) | (2,931.63) |
| x) Investment income | | |
| Interest income on fixed income securities | 275.05 | 65.77 |
| Interest income on fixed deposits | 36.42 | 17.87 |
| Dividend income on other strategic investments | 45.50 | – |
| | 356.97 | 83.64 |
| (Increase)/decrease in interest receivable | (114.00) | (17.36) |
| | 242.97 | 66.28 |
| Net cash flow from/(used in) investing activities | (95.95) | (2,865.35) |
| Carried forward | 4,111.62 | 248.51 |

Statement Of Cash Flows (Contd.)

| Particulars | (₹ In Crore) | |
|--|-----------------------------|----------------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Brought forward | 4,111.62 | 248.51 |
| III. Financing activities | | |
| i) Interest expense | (7.35) | (5.48) |
| ii) Change in sales tax deferral liability due to assessment | - | (5.31) |
| iii) Dividend, including interim dividend paid | (4,048.98) | (8.73) |
| Net cash flow from/(used in) financing activities | (4,056.33) | (19.52) |
| Net change in cash and cash equivalents | 55.29 | 228.99 |
| Cash and cash equivalents at the beginning of the year | 505.13 | 277.33 |
| Add/(Less): Effects of exchange loss/(gain) on cash and cash equivalents | 3.55 | (1.19) |
| Cash and cash equivalents at the end of the year [See note 11] | 563.97 | 505.13 |

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Arvind Sethi
Partner
Membership Number: 089802
Pune: 27 April 2022

Dinesh Thapar
Chief Financial Officer

Dr. J Sridhar
Company Secretary

On behalf of the Board of Directors

Niraj Bajaj
Chairman

Rajiv Bajaj
Managing Director

Madhur Bajaj
Vice Chairman

Notes to standalone financial statements for the year ended 31 March 2022

Corporate information

Bajaj Auto Ltd. (the 'Company') is a company limited by shares, incorporated and domiciled in India. The Company is engaged in the business of development, manufacturing and distribution of automobiles such as motorcycles, commercial vehicles, electric two-wheelers etc. and parts thereof. The Company sells its products in India as well as in various other global markets. The registered office of the Company is located at Mumbai-Pune Road, Akurdi, Pune 411035.

The standalone financial statements were approved for issue in accordance with a resolution of the Board of Directors of the Company on 27 April 2022.

1 Summary of significant accounting policies followed by the Company

Basis of preparation

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ('the Act') read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act, on an accrual basis.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities (including derivative instruments) that are measured at fair value or amortised book value.

The financial statements are presented in INR, which is also the Company's functional currency and all values are rounded to the nearest crore (INR 0,000,000), except when otherwise indicated.

All assets and liabilities, other than deferred tax assets and liabilities, have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III (Division II) to the Act. Deferred tax assets and liabilities are classified as non-current assets and liabilities. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for current and non-current classification of assets and liabilities.

Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1 Use of estimates, judgments and assumptions

Estimates and assumptions used in the preparation of these financial statements and disclosures made therein are based upon Management's evaluation of the relevant facts and circumstances as of the date of the financial statements, which may differ from the actual results at a subsequent date. The following are items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates is included in the relevant notes together with information about basis of calculation for each affected line item in the financial statements:

- a) Estimation of fair value of derivative instruments
- b) Estimation of variable considerations in revenue
- c) Provision for warranties
- d) Provision for employee benefits
- e) Provision for tax expenses
- f) Residual value and useful life of property, plant and equipment, intangible assets
- g) Valuation of investments
- h) Inventory provisioning
- i) Provision for bad and doubtful debts

2 Revenue from contracts with customers

Revenue is recognised when control of goods (vehicles or parts) and services have been transferred to the customer; at an amount that reflects the consideration which the Company expects to be entitled in exchange for those goods or services. The timing of when the Company transfers the goods or provide services may differ from the timing of the customer's payment. Amounts disclosed as revenue are net of goods and service tax (GST).

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below (in respect of freight), because it typically controls the goods or services before transferring them to the customer.

The disclosures of significant accounting judgments, estimates and assumptions relating to revenue from contracts with customers are provided below:

Sale of goods (vehicles or parts)

The Company has determined that our customers from the sale of goods are generally dealers and distributors. Transfer of control, and therefore revenue recognition, generally corresponds to the date when the goods are made available to the customer, or when the goods are released to the carrier responsible for transporting them to the customer in the following manner:

- Domestic sales are recognised at the time of dispatch from the point of sale;
- Export sales are recognised on the date when shipped on board as per terms of sale and are initially recorded at the relevant exchange rates prevailing on the date of the transaction

Generally, Company does not offer any specific credit period to its customer. All invoices are due immediately after billing.

The nature of contracts of the Company are such that no material part performance obligations would remain unfulfilled at the end of any accounting period.

Variable consideration

If the consideration in a contract includes a variable amount (like volume rebates/incentives, cash discounts etc.), the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The estimate of variable consideration for expected future volume rebates/incentives, cash discounts etc. are made on the most likely amount method.

Consideration payable to the customer

Consideration payable to a customer includes cash amounts that the Company pays, or expects to pay, to the customer. The consideration payable to a customer is accounted for as a reduction of the revenue.

Warranty obligations

The Company provides warranties for general repairs of defects as per terms of the contract with ultimate customers. These warranties are considered as assurance type warranties and are accounted for under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets.

Financing component

Generally, the Company receives short-term advances from its customers. The Company applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

Principal versus agent consideration in respect of freight

The Company, on behalf of its customers (dealers and distributors), dispatches goods to agreed locations for an agreed fee. The Company has determined that the performance obligation of the Company is to arrange for those goods and services (Company is an agent) to the dealers and hence the amount charged to the customer offset by freight charges paid to the freight service providers is shown as revenue and disclosed as other operating income or other operating expenses, depending upon the results of the offsetting.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policy no. 6 'Financial instruments – initial measurement and subsequent measurement'.

Contract liabilities

A contract liability is the obligation to transfer goods to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Refund liabilities

A refund liability is the obligation to refund some or all the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

3 Property, plant and equipment and depreciation/amortisation

A. Property, plant and equipment

- i) Capital work in progress, property, plant and equipment except land are carried at historical cost of acquisition, construction or manufacturing, as the case may be, less accumulated depreciation and amortisation. Freehold land is carried at cost of acquisition.
- ii) Cost represents all expenses directly attributable to bringing the asset to its working condition capable of operating in the manner intended. Such cost includes the cost of replacing part of the plant and equipment, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.
- iii) Costs incurred to manufacture/construct property, plant and equipment are reduced from the total expense under the head 'Expenses, included in above items, capitalised' in the Statement of Profit and Loss.
- iv) Land and buildings acquired/constructed, not intended to be used in the operations of the Company and held for earning long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, are categorised as investment property.
- v) An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.
- vi) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at regular intervals and adjusted prospectively, if appropriate.

B. Depreciation and amortisation methods, estimated useful lives and residual value

(a) Leasehold land

Premium on leasehold land is amortised over the period of lease.

(b) Other tangible assets

- i. a. Depreciation is provided on a pro rata basis on straight line method to allocate the cost, net of residual value over the estimated useful lives of the assets.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

- b. Where a significant component (in terms of cost) of an asset has an estimated economic useful life shorter than that of its corresponding asset, the component is depreciated over its shorter life.
- c. The Company, based on technical assessment made by technical expert and Management estimate, depreciates certain items of property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.
- ii. Assets which are depreciated over useful life/residual value different than those indicated by Schedule II are as under:

| Asset class | As per Schedule II | Useful life |
|-------------|--------------------|-------------|
| Aircraft | 20 years | 10 years |
| PDC Dies | 8 years | 3 years |

- iii. Depreciation on additions is being provided on pro rata basis from the month of such additions.
- iv. Depreciation on assets sold, discarded or demolished during the year is being provided up to the month in which such assets are sold, discarded or demolished.

4 Intangible assets

A. Technical know-how acquired

Technical know-how acquired is stated at acquisition cost less accumulated amortisation and impairment losses, if any. Acquired technical know-how is amortised equally over a period of estimated useful life.

B. Technical know-how developed by the Company

- i) Expenditure incurred by the Company on development of know-how researched, is recognised as an intangible asset, if and only if the future economic benefits attributable to the use of such know-how are probable to flow to the Company and the costs/expenditure can be measured reliably.
- ii) Costs incurred to develop an intangible asset are reduced from total expenses and disclosed under the head 'Expenses, included in above items, capitalised' in the Statement of Profit and Loss.
- iii) The cost of technical know-how developed is amortised equally over its estimated useful life i.e. generally three years from the date of commencement of commercial production.

C. Research and development costs

Research costs are expensed as incurred. Development expenditure on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

5 Investment property

Property which is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are expensed when incurred.

Depreciation on investment property is provided on a pro rata basis on straight line method over the estimated useful lives. Useful life of assets, as assessed by the Management, corresponds to those prescribed by Schedule II- Part 'C' of the Companies Act, 2013.

6 Investments and financial assets

A. Investment in subsidiaries

Interest in subsidiaries are recognised at cost. Cost represents amount paid for acquisition of the said investments.

The Company assesses at the end of each reporting period, if there are any indications that the said investments may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides for impairment, if any i.e. the deficit in the recoverable value over cost.

B. Other investments and financial assets

i. Classification

The Company classifies its financial assets at initial recognition in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification is done depending upon the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets classified as 'measured at fair value', gains and losses will either be recorded in profit or loss or other comprehensive income, as elected. For assets classified as 'measured at amortised cost', this will depend on the business model and contractual terms of the cash flows.

ii. Measurement

Initial Measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI), or fair value through profit or loss (FVTPL). The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

At initial recognition, the Company measures a financial asset at its fair value including, in the case of 'a financial asset not at FVTPL', transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at 'FVTPL' are expensed in the Statement of Profit and Loss, when incurred.

Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer accounting policy no. 2 'Revenue from contracts with customers'.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

For a financial asset to be classified and subsequently measured at amortised cost or FVTOCI (excluding equity instruments which are measured at FVTOCI), it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at FVTPL, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent Measurement

Subsequent measurement of financial assets depends on the Company's business model for managing the financial asset and the cash flow characteristics of the financial asset. There are three measurement categories into which the Company classifies its financial instruments:

Subsequently measured at amortised cost:

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets that are held for collection of contractual cash flows where those cash flows represent SPPI are measured at amortised cost e.g. debentures, bonds, fixed maturity plans, trade receivables etc.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Interest income from trade receivables is included in other operating income in the Statement of Profit and Loss; whilst interest income from the remaining financial assets is included in other income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. A gain or loss on a financial asset that is subsequently measured at amortised cost is recognised in the Statement of Profit and Loss when the asset is derecognised or impaired.

In case of fixed maturity plans (FMP), they are measured at amortised cost, if the Company intends to hold the FMPs to maturity. Further, the Company applies amortised cost for those FMPs where the Company is able to demonstrate that the underlying instruments in the portfolio would fulfill the SPPI test and the churn in the underlying portfolio is negligible. These conditions are assessed at each Balance Sheet date. If these conditions are not fulfilled, then FMPs are valued at FVTPL.

The Company intends to hold its investment in open ended target maturity funds (i.e. exchange traded funds/ETF) till maturity. It may be noted that these funds have a pre-determined maturity date. These funds follow a passive buy and hold strategy; in which the existing underlying investment bonds are expected to be held till maturity unless sold for meeting redemptions or rebalancing requirements as stated in the scheme document. In our view, such strategy mitigates intermittent price volatility in open ended target maturity funds' underlying investments; and investors who remain invested until maturity are expected to mitigate the market/volatility risk to a large extent. These funds can invest only in plain vanilla INR bonds with fixed coupon and maturity; and cannot invest in floating rate bonds. Based on this, the Company believes that the investments in open ended target maturity funds meet the requirements of SPPI test as per the requirements of Ind AS 109.

Subsequently measured at FVTOCI:

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading, if any, are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

Equity instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Subsequently measured at FVTPL:

Financial assets that do not meet the criteria for amortised cost and FVTOCI are measured at fair value through profit or loss e.g. investments in mutual funds. A gain or loss on a financial asset that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the Statement of Profit and Loss within other gains/(losses) in the period in which it arises.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has designated investments in mutual funds (other than FMP) as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

iii. Impairment of financial assets

The Company assesses on a forward-looking basis, the expected credit losses associated with its financial assets carried at amortised cost for e.g., debt securities, deposits, trade receivables and bank balances; and lease receivables. The impairment methodology applied depends on whether there has been a significant increase in credit risk and if so, assess the need to provide for the same in the Statement of Profit and Loss.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and all lease receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime expected credit losses (ECL) at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument over the expected life of the financial instrument.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss. The Balance Sheet presentation for various financial instruments is described below:

- Financial assets measured at amortised cost, revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments based on shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

For debt instruments at fair value through OCI, the Company applies the low credit risk simplification. At every reporting date, the Company evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Company reassesses the internal credit rating of the debt instrument.

However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

iv. Derecognition of financial assets

A financial asset is derecognised only when Company has transferred the rights to receive cash flows from the financial asset or the rights to receive cash flows from the financial asset have expired. Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

v. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The Company applies amortised cost, where it has ability to demonstrate that the underlying instruments in the portfolio fulfill the solely payments of principal and interest ('SPPI') test and the churn in the portfolio is negligible.

7 Derivative and hedging activities

The Company uses derivative financial instruments such as range forward and par forward currency contracts to hedge its foreign currency risks. Such derivative instruments are initially recognised at fair value on the date at which the derivative contract is entered and are subsequently re-measured at fair value as at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged, and the type of hedge relationship designated.

The Company documents its risk management objectives and strategy for undertaking various hedge transactions. In terms thereof, the Company designates their derivatives as hedges of foreign exchange risks associated with the cash flow of highly probable forecast transactions (viz. export sales).

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than or equal to 12 months.

Cash flow hedges that qualify for hedge accounting –

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss, within other gains/(losses).

For hedge accounting, hedges are classified as Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

When forward contracts are used to hedge forecast transactions, the Company designates them in entirety as the hedging instrument. Any gains or losses arising from changes in the fair value for the effective portion of cash flow hedges is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss.

Where option contracts are used to hedge forecast transactions, the Company designates intrinsic value of the option contract as hedging instrument.

Gains or losses relating to the effective portion of the change in intrinsic value of the option contract are recognised in the 'Cash flow hedging reserve' within equity. The changes in time value of the option contracts that relate to the hedged items are recognised through other comprehensive income in 'Costs of hedging reserve' within equity.

When a hedging instrument expires, or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time is recognised in the Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the Statement of Profit and Loss. When a hedging instrument is unexercised and expires, the cumulative gain or loss is reversed within equity with the corresponding effect to the hedge receivable/payable.

If the hedge ratio for risk management is no longer optimal, but risk management objectives remain unchanged and hedge continues to qualify for hedge accounting, the hedge relationships are re-balanced so that the hedge ratio aligns. Consequently, hedge ineffectiveness is computed and accounted for in the Statement of Profit and Loss immediately.

8 Impairment of non-financial assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units).

9 Foreign currency transactions

- i) Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency').
- ii) On initial recognition, all foreign currency transactions are recorded at the foreign exchange rate on the date of the transaction.
- iii) Monetary assets and liabilities in foreign currency outstanding at the close of the financial year are revalored at the appropriate exchange rates prevailing at the close of the year.
- iv) The gain or loss on decrease/increase in reporting currency due to fluctuations in foreign exchange rates, in case of monetary assets and liabilities in foreign currency, are recognised in the Statement of Profit and Loss.
- v) Fixed assets purchased at liaison offices in foreign exchange are recorded at their historical cost computed with reference to the average rate of foreign exchange remitted to the liaison office.
- vi) Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.
- vii) In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Company initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Company determines the transaction date for each payment or receipt of advance consideration.

10 Inventories

Cost of inventories have been computed to include all costs of purchases (including materials), cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

- i) Finished stocks of vehicles and auto spare parts and stocks of work-in-progress are valued at cost of manufacturing or net realisable value whichever is lower. Cost is calculated on a weighted average basis.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

- ii) Stores, packing materials and tools are valued at cost arrived at on a weighted average basis or net realisable value, whichever is lower.
- iii) Raw materials and components are valued at cost arrived at on a weighted average basis or net realisable value, whichever is lower.
- iv) Inventory of machinery spares and maintenance materials not being material are expensed in the year of purchase.
- v) Goods in transit are stated at actual cost incurred up to the date of Balance Sheet.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

11 Employee benefits

a) Privilege leave entitlements

Privilege leave entitlements are recognised as a liability, in the calendar year of rendering of service, as per the rules of the Company. As accumulated leave can be availed and/or encashed at any time during the tenure of employment, subject to terms and conditions of the scheme, the liability is recognised based on an independent actuarial valuation.

They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in Statement of Profit and Loss.

b) Gratuity

Payment for present liability of future payment of gratuity is being made to approved gratuity fund, which fully covers the same under Cash Accumulation Policy and Debt fund of the Life Insurance Corporation of India (LIC) and Bajaj Allianz Life Insurance Company Ltd. (BALIC). However, any deficit in plan assets managed by LIC and BALIC as compared to the liability based on an independent actuarial valuation is recognised as a liability.

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method in conformity with the principles and manner of computation specified in Ind AS 19.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

c) Superannuation

Defined contribution to superannuation fund is being made as per the scheme of the Company and recognised as expense as and when due.

d) Provident fund contributions are made to Company's Provident Fund Trust. The contributions are accounted for as defined benefit plans and the contributions are recognised as employee benefit expense when they are due. Deficits, if any, of the fund as compared to liability based on an independent actuarial valuation is to be additionally contributed by the Company and hence recognised as a liability.

e) Defined contribution to Employees Pension Scheme 1995 is made to Government Provident Fund Authority and recognised as expense as and when due.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

12 Taxation

- a) Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961; and the Income Computation and Disclosure Standards prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- b) Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.
- c) Deferred tax is provided using the liability method on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

13 Provisions and contingent liabilities

The Company creates a provision when there is present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When the likelihood of outflow of resources is remote, no provision or disclosure is made.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

14 Leases including investment properties

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

a) Right of use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to note 1 clause 8 for accounting policies on impairment of non-financial assets.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

b) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments primarily comprise of fixed payments.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

c) Short-term leases and leases of low value assets

The Company applies the short-term lease recognition exemption to its short-term leases of office spaces and certain equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

As a Lessee

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

15 Government grant

Grants from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Company will comply with all attached conditions. Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating revenue.

Government grants in the nature of export incentives are accounted for in the period of export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.

When loans or similar assistance are provided by Governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a Government grant. The loan or assistance is initially recognised and measured at fair value and the Government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

16 Dividends

Provision is made for any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

17 Cash and cash equivalents

For presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

18 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period. The weighted average number of equity shares outstanding during the period and all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources.

For calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

19 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Core Management Committee which includes the Managing Director who is the Chief Operating Decision Maker. The Core Management Committee examines performance both from a product as well as from a geographical perspective and has identified two operative reportable segments from which significant risks and rewards are derived viz. Automotive business and Investments.

20 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company has set policies and procedures for both recurring and non-recurring fair value measurement of financial assets, which includes valuation techniques and inputs to use for each case.

For fair value disclosures, the Company has determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions (note 1 clause 1)
- Quantitative disclosures of fair value measurement hierarchy (note 32)
- Investment properties (note 3)
- Financial instruments (including those carried at amortised cost) (note 32)

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

21 Other Income

a) Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, and it is probable that the economic benefits associated with the dividend will flow to the Company and that the amount of the dividend can be measured reliably.

b) Other income

The Company recognises income on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent revenue is reasonably certain and can be reliably measured.

22 Employee stock options

Certain employees (including senior executives) of the Company receive part of their remuneration in the form of employee stock options (ESOP).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. Further details are given in note 43.

That cost is recognised, together with a corresponding increase in share-based payment reserve in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the Statement of Profit and Loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of ESOPs, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an ESOP, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an ESOP and lead to an immediate expensing of an ESOP unless there are also service and/or performance conditions.

No expense is recognised for ESOPs that do not ultimately vest because non-market performance and/or service conditions have not been met. Where ESOPs include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

23 Treasury shares

The Company has created an ESOP Trust (the 'Trust') for providing share-based payment to its employees. The Company uses the Trust as a vehicle for distributing shares to employees under the Employee Stock Option Scheme. The Trust purchase shares of the Company from the market, for giving shares to employees. The Company treats Trust as its extension and shares held by the Trust are treated as treasury shares.

Own equity instruments that are re-acquired (treasury shares) are recognised at cost and deducted from other equity. No gain or loss is recognised in the Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Share options exercised during the reporting period are settled with treasury shares.

24 Changes in accounting policies and disclosures

New and amended standards

Several amendments and interpretations apply for the first time in March 2022, but do not have an impact on the standalone financial statements of the Company. The Company has not early adopted any standards or amendments that have been issued but are not yet effective.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

2 Property, plant and equipment

Current year

| (₹ In Crore) | | | | | | | | | |
|--------------------------------------|--------------------------|---------------|----------------------------|---------------------------|--------------------------|---------------|---------------------|---------------------------|---------------------------|
| Particulars | Gross block (a) | | | | Depreciation | | | Net block | |
| | As at 1 April 2021 | Additions | Deductions/ adjustments | As at 31 March 2022 | As at 1 April 2021 | Deductions | For the year (b) | As at 31 March 2022 | As at 31 March 2022 |
| Land freehold | 19.97 | – | – | 19.97 | – | – | – | – | 19.97 |
| Land leasehold (Right-of-use assets) | 47.28 | 107.11 | 1.98 | 152.41 | – | – | – | – | 152.41 |
| Buildings | 976.00 | 4.30 | 0.36 | 979.94 | 360.79 | 0.22 | 21.70 | 382.27 | 597.67 |
| Waterpumps, reservoirs and mains | 17.74 | 0.05 | – | 17.79 | 14.30 | – | 0.76 | 15.06 | 2.73 |
| Plant and machinery | 1,368.53 | 27.35 | 99.83 | 1,296.05 | 1,064.25 | 89.08 | 57.52 | 1,032.69 | 263.36 |
| Computers and IT Equipment | 84.01 | 4.67 | 5.26 | 83.42 | 78.32 | 5.26 | 3.88 | 76.94 | 6.48 |
| Dies and jigs | 661.18 | 83.21 | 3.32 | 741.07 | 401.97 | 3.13 | 76.47 | 475.31 | 265.76 |
| Electric installations | 74.30 | 0.74 | – | 75.04 | 71.44 | – | 1.23 | 72.67 | 2.37 |
| Factory equipment | 439.28 | 21.29 | 1.76 | 458.81 | 244.02 | 1.60 | 27.41 | 269.83 | 188.98 |
| Furniture | 44.35 | 2.27 | 0.08 | 46.54 | 28.69 | 0.08 | 3.27 | 31.88 | 14.66 |
| Office equipment | 53.13 | 3.95 | 0.19 | 56.89 | 38.69 | 0.19 | 3.56 | 42.06 | 14.83 |
| Electric fittings | 36.81 | 0.33 | 0.25 | 36.89 | 26.69 | 0.25 | 1.79 | 28.23 | 8.66 |
| Vehicles and aircraft | 356.50 | 203.35 | 58.67 | 501.18 | 284.59 | 49.55 | 46.45 | 281.49 | 219.69 |
| Total | 4,179.08 | 458.62 | 171.70 | 4,466.00 | 2,613.75 | 149.36 | 244.04 | 2,708.43 | 1,757.57 |
| Capital work-in-progress | 15.98 | 73.61 | 12.77 | 76.82 | – | – | – | – | 76.82 |

(a) At cost, except leasehold land which is at cost, less amounts written off.

(b) Refer note 1 clause 3 of summary of significant accounting policies.

(c) No revaluation has been done during the year with respect to property, plant and equipment.

(d) No assets acquired or transferred as part of business combination.

Ageing Schedule for Capital work-in-progress

| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|--------------------------------|---------------------|-------------|-----------|----------------------|--------------|
| Projects in progress | 74.55 | 0.34 | – | 1.93 | 76.82 |
| Projects temporarily suspended | – | – | – | – | – |
| Total | 74.55 | 0.34 | – | 1.93 | 76.82 |

There are no delayed and overrun projects.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

2 Property, plant and equipment (Contd.)

Previous year

(₹ In Crore)

| Particulars | Gross block (a) | | | As at 31 March 2021 | Depreciation | | | Net block | |
|--------------------------------------|--------------------|---------------|-------------------------|---------------------|--------------------|--------------|------------------|---------------------|---------------------|
| | As at 1 April 2020 | Additions | Deductions/ adjustments | | As at 1 April 2020 | Deductions | For the year (b) | As at 31 March 2021 | As at 31 March 2021 |
| Land freehold | 19.97 | - | - | 19.97 | - | - | - | - | 19.97 |
| Land leasehold (Right-of-use assets) | 47.93 | - | 0.65 | 47.28 | - | - | - | - | 47.28 |
| Buildings | 940.49 | 35.51 | - | 976.00 | 338.37 | - | 22.42 | 360.79 | 615.21 |
| Waterpumps, reservoirs and mains | 17.39 | 0.35 | - | 17.74 | 13.54 | - | 0.76 | 14.30 | 3.44 |
| Plant and machinery | 1,361.60 | 24.99 | 18.06 | 1,368.53 | 1,016.80 | 13.37 | 60.82 | 1,064.25 | 304.28 |
| Computers and IT Equipment | 81.58 | 2.72 | 0.29 | 84.01 | 73.90 | 0.29 | 4.71 | 78.32 | 5.69 |
| Dies and jigs | 573.44 | 98.30 | 10.56 | 661.18 | 342.18 | 8.86 | 68.65 | 401.97 | 259.21 |
| Electric installations | 74.29 | 0.01 | - | 74.30 | 70.04 | - | 1.40 | 71.44 | 2.86 |
| Factory equipment | 414.61 | 26.03 | 1.36 | 439.28 | 218.07 | 0.95 | 26.90 | 244.02 | 195.26 |
| Furniture | 42.16 | 2.51 | 0.32 | 44.35 | 25.96 | 0.31 | 3.04 | 28.69 | 15.66 |
| Office equipment | 45.65 | 7.91 | 0.43 | 53.13 | 36.46 | 0.43 | 2.66 | 38.69 | 14.44 |
| Electric fittings | 33.16 | 3.80 | 0.15 | 36.81 | 25.02 | 0.15 | 1.82 | 26.69 | 10.12 |
| Vehicles and aircraft | 369.01 | 10.74 | 23.25 | 356.50 | 258.91 | 13.20 | 38.88 | 284.59 | 71.91 |
| Total | 4,021.28 | 212.87 | 55.07 | 4,179.08 | 2,419.25 | 37.56 | 232.06 | 2,613.75 | 1,565.33 |
| Capital work-in-progress | 46.54 | 14.45 | 45.01 | 15.98 | - | - | - | - | 15.98 |

(a) At cost, except leasehold land which is at cost, less amounts written off.

(b) Refer note 1 clause 3 of summary of significant accounting policies.

(c) No revaluation has been done during the year with respect to property, plant and equipment.

(d) No assets acquired or transferred as part of business combination.

Ageing Schedule for Capital work-in-progress

| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|--------------------------------|------------------|-------------|-------------|-------------------|--------------|
| Projects in progress | 13.82 | 0.23 | 1.73 | 0.20 | 15.98 |
| Projects temporarily suspended | - | - | - | - | - |
| Total | 13.82 | 0.23 | 1.73 | 0.20 | 15.98 |

There are no delayed and overrun projects.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

3 Investment property

| Particulars | (₹ In Crore) | |
|---------------------------------|----------------|-------|
| | As at 31 March | |
| | 2022 | 2021 |
| Gross carrying amount | | |
| Opening balance | 69.66 | 69.66 |
| Additions | – | – |
| Closing balance | 69.66 | 69.66 |
| Accumulated depreciation | | |
| Opening balance | 17.36 | 15.76 |
| Depreciation charge | 1.17 | 1.60 |
| Closing balance | 18.53 | 17.36 |
| Net carrying amount | 51.13 | 52.30 |

i) Amounts recognised in the Statement of profit and loss for investment properties

| Particulars | (₹ In Crore) | |
|---|-----------------------------|--------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Rental income | 12.08 | 14.23 |
| Direct operating expenses from property that generated rental income | (0.21) | (0.97) |
| Direct operating expenses from property that did not generate rental income | – | – |
| Profit from investment properties before depreciation | 11.87 | 13.26 |
| Depreciation | (1.17) | (1.60) |
| Profit from investment property | 10.70 | 11.66 |

ii) Contractual obligations

The Company has no restrictions on the realisability of its investment property. There are no contractual obligations to purchase, construct or develop investment property as at the year end.

iii) Leasing arrangements

Investment property is leased out to various tenants under operating leases. Disclosure on future rent receivable is included in Note 40.

iv) Fair value

| Particulars | (₹ In Crore) | |
|---------------------|----------------|--------|
| | As at 31 March | |
| | 2022 | 2021 |
| Investment property | 223.03 | 205.55 |

Estimation of fair value

The best evidence of fair value is current prices in an active market for similar properties. Since investment properties leased out by the Company are cancellable and non-cancellable leases, the market rate for sale/purchase of such premises are representative of fair values. Company's investment properties are at a location where active market is available for similar kind of properties. Hence, fair value is ascertained on the basis of market rates prevailing for similar properties in those location determined by an independent registered valuer, as defined under Rule 2 of The Companies (Registered Valuers and Valuation) Rules 2017, and consequently classified as a level 2 valuation.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

4 Intangible assets

Current year

(₹ In Crore)

| Particulars | Gross block | | | As at 31 March 2022 | Amortisation | | | Net block | |
|--|--------------------------|-----------|----------------------------|---------------------------|--------------------------|------------|-----------------|---------------------------|---------------------------|
| | As at 1 April 2021 | Additions | Deductions/ adjustments | | As at 1 April 2021 | Deductions | For the year | As at 31 March 2022 | As at 31 March 2022 |
| Intangible assets | | | | | | | | | |
| Technical know-how developed/acquired | 95.56 | - | - | 95.56 | 48.26 | - | 21.98 | 70.24 | 25.32 |
| Total intangible assets | 95.56 | - | - | 95.56 | 48.26 | - | 21.98 | 70.24 | 25.32 |
| Intangible assets under development | - | - | - | - | - | - | - | - | - |

(a) No revaluation has been done during the year with respect to intangible assets.

Previous year

(₹ In Crore)

| Particulars | Gross block | | | As at 31 March 2021 | Amortisation | | | Net block | |
|--|--------------------------|--------------|----------------------------|---------------------------|--------------------------|------------|-----------------|---------------------------|---------------------------|
| | As at 1 April 2020 | Additions | Deductions/ adjustments | | As at 1 April 2020 | Deductions | For the year | As at 31 March 2021 | As at 31 March 2021 |
| Intangible assets | | | | | | | | | |
| Technical know-how developed/acquired | 66.38 | 29.18 | - | 95.56 | 23.29 | - | 24.97 | 48.26 | 47.30 |
| Total intangible assets | 66.38 | 29.18 | - | 95.56 | 23.29 | - | 24.97 | 48.26 | 47.30 |
| Intangible assets under development | 13.65 | 15.53 | 29.18 | - | - | - | - | - | - |

(a) No revaluation has been done during the year with respect to intangible assets.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

5 Investments

(₹ In Crore)

| Particulars | Non-current investments | | Current investments | |
|---|-------------------------|-----------------|---------------------|----------|
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| (A) Investment in subsidiaries | | | | |
| Investment carried at cost | | | | |
| In subsidiaries | | | | |
| Unquoted: | | | | |
| 1,980,000 (1,980,000) Equity Shares of Euro 100 each in Bajaj Auto International Holding B V Amsterdam, Netherlands | 1,218.72 | 1,218.72 | - | - |
| 449,997 (449,997) Equity Shares of Thai Baht 100 each in Bajaj Auto (Thailand) Ltd | 10.54 | 10.54 | - | - |
| 411,875 (411,875) Equity Shares of USD 3 each in PT Bajaj Auto Indonesia | 6.17 | 6.17 | - | - |
| Less: Provision for diminution in the value of investment | 2.17 | 2.17 | - | - |
| | 4.00 | 4.00 | - | - |
| 5,000,000 (-) Equity Shares of ₹ 10 each in Chetak Technology Ltd. | 5.00 | - | - | - |
| 5,000,000 (-) Equity Shares of ₹ 10 each in Bajaj Auto Consumer Finance Ltd. | 5.00 | - | - | - |
| 6,000 (-) Equity Shares of Euro 100 each in Bajaj Auto Spain S.L. | 5.17 | - | - | - |
| Total (A) | 1,248.43 | 1,233.26 | - | - |
| (B) Other Investments | | | | |
| Investment carried at Fair Value through OCI | | | | |
| In Equities: | | | | |
| Quoted: | | | | |
| 3,500,000 (3,500,000) Equity Shares of ₹ 10 each in Bajaj Holdings & Investments Ltd. | 1,753.87 | 1,152.57 | - | - |
| Unquoted: | | | | |
| 17,495 (14,760) Compulsorily Convertible Preference Shares (CCPS) of ₹ 100 each in Yulu Bikes Private Ltd. | 144.21 | 121.66 | - | - |
| Fair value | 1,898.08 | 1,274.23 | - | - |
| Investment carried at amortised cost | | | | |
| In Bonds and debentures: | | | | |
| Quoted: | | | | |
| 500 (500) 8.30% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each | 53.23 | 54.18 | - | - |
| 300 (300) 8.11% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each | 32.03 | 32.54 | - | - |
| 1,350 (1,350) 5.85% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each | 135.08 | 135.07 | - | - |
| Carried over | 220.34 | 221.79 | - | - |
| Carried over | 1,898.08 | 1,274.23 | - | - |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

5 Investments (Contd.)

| | | (₹ In Crore) | | | |
|--|---|-------------------------|-----------------|---------------------|----------|
| Particulars | | Non-current investments | | Current investments | |
| | | As at 31 March | | As at 31 March | |
| | | 2022 | 2021 | 2022 | 2021 |
| | Brought over | 1,898.08 | 1,274.23 | - | - |
| In Bonds and debentures: (Contd.) | | | | | |
| Quoted: (Contd.) | | | | | |
| | Brought over | 220.34 | 221.79 | - | - |
| 3,000 | (-) 6.80% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each | 307.10 | - | - | - |
| 1,650 | (-) 6.92% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each | 168.65 | - | - | - |
| 1,500 | (1,500) 6.50% Power Finance Corporation Ltd. of ₹ 1,000,000 each | 152.89 | 153.65 | - | - |
| 500 | (-) 7.04% Power Finance Corporation Ltd. of ₹ 1,000,000 each | 51.17 | - | - | - |
| 3,100 | (-) 6.72% Power Finance Corporation Ltd. of ₹ 1,000,000 each | 316.30 | - | - | - |
| 2,500 | (-) 6.75% Power Finance Corporation Ltd. of ₹ 1,000,000 each | 254.95 | - | - | - |
| 500 | (500) 8.18% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each | 53.95 | 54.40 | - | - |
| 1,750 | (1,750) 8.24% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each | 190.65 | 192.37 | - | - |
| 4,550 | (4,550) 7.43% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each | 480.01 | 482.41 | - | - |
| 700 | (700) 7.10% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each | 73.08 | 73.38 | - | - |
| 600 | (600) 6.87% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each | 61.21 | 61.33 | - | - |
| 2,800 | (2,800) 6.39% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each | 277.36 | 277.15 | - | - |
| 750 | (750) 6.42% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each | 73.38 | 73.18 | - | - |
| 250 | (250) 6.44% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each | 24.54 | 24.48 | - | - |
| 1,900 | (1,900) 6.49% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each | 189.38 | 189.16 | - | - |
| 100 | (-) 6.50% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each | 10.19 | - | - | - |
| 250 | (-) 6.72% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each | 25.52 | - | - | - |
| 250 | (-) 6.85% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each | 25.19 | - | - | - |
| 5,000 | (-) 5.05% Bajaj Finance Ltd. of ₹ 1,000,000 each | 499.94 | - | - | - |
| 1,250 | (-) 7.20% Housing Development Finance Corporation Ltd. of ₹ 1,000,000 each | 127.93 | - | - | - |
| 2,500 | (-) 5.30% Housing Development Finance Corporation Ltd. of ₹ 1,000,000 each | - | - | 250.93 | - |
| | Amortised cost | 3,583.73 | 1,803.30 | 250.93 | - |
| | Carried over | 5,481.81 | 3,077.53 | 250.93 | - |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

5 Investments (Contd.)

(₹ In Crore)

| Particulars | Non-current investments | | Current investments | |
|--|-------------------------|---------------|---------------------|---------------|
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Brought over | 5,481.81 | 3,077.53 | 250.93 | - |
| In Government Bonds and securities: | | | | |
| Quoted: | | | | |
| 5,000,000 (5,000,000) 8.03% Gujarat State Development Loan of ₹ 100 each | 53.80 | 54.92 | - | - |
| 26,500,000 (26,500,000) 7.89% Gujarat State Development Loan of ₹ 100 each | 284.42 | 290.00 | - | - |
| 10,000,000 (10,000,000) 6.49% Gujarat State Development Loan of ₹ 100 each | 100.34 | 100.37 | - | - |
| 5,000,000 (5,000,000) 6.57% Gujarat State Development Loan of ₹ 100 each | 50.14 | 50.15 | - | - |
| 7,464,200 (-) 7.77% Gujarat State Development Loan of ₹ 100 each | 77.48 | - | - | - |
| 1,000,000 (1,000,000) 7.98% Karnataka State Development Loan of ₹ 100 each | 10.82 | 11.03 | - | - |
| 10,000,000 (10,000,000) 6.53% Karnataka State Development Loan of ₹ 100 each | 100.36 | 100.40 | - | - |
| 4,150,000 (4,150,000) 6.54% Karnataka State Development Loan of ₹ 100 each | 41.55 | 41.55 | - | - |
| 7,500,000 (-) 6.96% Karnataka State Development Loan of ₹ 100 each | 75.59 | - | - | - |
| 1,000,000 (1,000,000) 8.15% Maharashtra State Development Loan of ₹ 100 each | 10.90 | 11.12 | - | - |
| 5,000,000 (-) 7.95% Maharashtra State Development Loan of ₹ 100 each | 52.07 | - | - | - |
| Amortised cost | 857.47 | 659.54 | - | - |
| In Fixed Deposits: | | | | |
| Unquoted: | | | | |
| - 5.25% HDFC Ltd. Fixed Deposit | 500.00 | - | - | - |
| - 5.30% HDFC Ltd. Fixed Deposit | 500.00 | - | - | - |
| - 5.25% HDFC Ltd. Fixed Deposit | 115.00 | - | - | - |
| - 7.82% Bajaj Finance Ltd. Fixed Deposit | - | - | - | 107.84 |
| Amortised cost | 1,115.00 | - | - | 107.84 |
| In Fixed maturity plans | | | | |
| Unquoted: | | | | |
| - (20,000,000) Units of Axis Fixed Term Plan Direct Growth | - | - | - | 24.93 |
| 604,182,600 (1,762,182,600) Units of Aditya Birla Sun Life Fixed Term Plan Direct Growth | 44.06 | 680.16 | 736.77 | 1,508.21 |
| Carried over | 44.06 | 680.16 | 736.77 | 1,533.14 |
| Carried over | 7,454.28 | 3,737.07 | 250.93 | 107.84 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

5 Investments (Contd.)

| | | (₹ In Crore) | | | |
|---|--|-------------------------|-----------------|---------------------|-----------------|
| Particulars | | Non-current investments | | Current investments | |
| | | As at 31 March | | As at 31 March | |
| | | 2022 | 2021 | 2022 | 2021 |
| | Brought over | 7,454.28 | 3,737.07 | 250.93 | 107.84 |
| In Fixed maturity plans (Contd.) | | | | | |
| Unquoted: (Contd.) | | | | | |
| | Brought over | 44.06 | 680.16 | 736.77 | 1,533.14 |
| 10,000,000 | (525,000,000) Units of DSP Fixed Maturity Plan Direct Growth | – | 11.77 | 12.72 | 646.07 |
| 625,557 | (1,082,207) Units of PGIM India Fixed Maturity Fund Direct Plan Growth | – | 78.65 | 85.26 | 57.55 |
| 468,000,000 | (833,000,000) Units of HDFC Fixed Maturity Plan | 50.19 | 500.87 | 542.19 | 517.87 |
| 471,000,000 | (1,429,000,000) Units of ICICI - Prudential Fixed Maturity Plan | 11.51 | 578.55 | 615.44 | 1,203.02 |
| – | (154,000,000) Units of IDFC Fixed Term Plan Growth | – | – | – | 192.52 |
| 684,996,250 | (1,322,000,000) Units of Kotak Fixed Maturity Plan Growth | 77.80 | 737.55 | 798.90 | 891.60 |
| 105,000,000 | (170,000,000) Units of L&T Fixed Maturity Plan Direct Growth | – | 128.56 | 139.31 | 80.55 |
| 489,996,250 | (956,000,000) Units of Nippon India Fixed Horizon Fund Growth | 76.76 | 508.33 | 550.80 | 679.77 |
| 40,000,000 | (290,000,000) Units of Invesco Fixed Maturity Plan Direct Growth | – | 48.95 | 53.05 | 313.34 |
| 749,996,250 | (770,000,000) Units of SBI Debt Fund Direct Plan Growth | 494.79 | 316.55 | 342.56 | 632.51 |
| – | (70,000,000) Units of Sundaram Fixed Term Plan Direct Growth | – | – | – | 87.56 |
| 10,000,000 | (100,000,000) Units of Tata Fixed Maturity Plan Growth | – | 12.10 | 13.12 | 112.42 |
| 10,000,000 | (340,000,000) Units of UTI Fixed Maturity Plan Growth | – | 12.52 | 13.53 | 412.88 |
| | Amortised cost | 755.11 | 3,614.56 | 3,903.65 | 7,360.80 |
| In Exchange Traded Funds | | | | | |
| Quoted: | | | | | |
| 8,724,846 | (8,724,846) Bharat Bond ETF April 2025 | 953.97 | 904.90 | – | – |
| 15,940,436 | (11,185,688) Bharat Bond ETF - April 2030 | 1,934.05 | 1,273.11 | – | – |
| 3,565,094 | (–) Bharat Bond ETF - April 2031 | 387.70 | – | – | – |
| 4,282,638 | (–) Bharat Bond ETF - April 2032 | 433.31 | – | – | – |
| 13,695,640 | (13,695,640) Nippon India ETF Nifty CPSE Bond Plus SDL - 2024 Maturity | 150.01 | 142.74 | – | – |
| 43,000,000 | (–) Nippon India ETF Nifty SDL - April 2026 | 466.70 | – | – | – |
| 64,996,750 | (–) Nippon India Nifty AAA CPSE Bond Plus SDL Apr 2027 Maturity 60:40 Index Fund | 65.08 | – | – | – |
| 263,770,566 | (–) Aditya Birla Sun Life Nifty SDL Plus PSU Bond Sep 2026 60:40 Index Fund | 269.26 | – | – | – |
| | Carried over | 4,660.08 | 2,320.75 | – | – |
| | Carried over | 8,209.39 | 7,351.63 | 4,154.58 | 7,468.64 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

5 Investments (Contd.)

| | | (₹ In Crore) | | | |
|--|---|-------------------------|-----------------|---------------------|----------|
| Particulars | | Non-current investments | | Current investments | |
| | | As at 31 March | | As at 31 March | |
| | | 2022 | 2021 | 2022 | 2021 |
| | Brought over | 8,209.39 | 7,351.63 | 4,154.58 | 7,468.64 |
| In Exchange Traded Funds: (Contd.) | | | | | |
| Quoted: (Contd.) | | | | | |
| | Brought over | 4,660.08 | 2,320.75 | - | - |
| 166,093,651 | (-) Aditya Birla Sun Life Nifty SDL Apr 2027 Index Fund | 167.84 | - | - | - |
| 100,000,000 | (-) Aditya Birla Sun Life Crisil SDL Plus AAA PSU Apr 2027 60:40 Index Fund | 100.05 | - | - | - |
| 113,891,937 | (-) Kotak Nifty SDL Apr 2027 Top 12 Equal Weight Index Fund | 114.44 | - | - | - |
| 20,000,000 | (-) Kotak Nifty SDL Apr 2032 Top 12 Equal Weight Index Fund | 20.18 | - | - | - |
| 298,359,352 | (-) SBI CPSE Bond Plus SDL Sep 2026 50:50 Index Fund | 302.05 | - | - | - |
| 87,162,962 | (-) Axis Crisil SDL 2027 Debt Index Fund | 87.13 | - | - | - |
| 63,868,446 | (-) ICICI Prudential Nifty SDL Sep 2027 Index Fund | 64.04 | - | - | - |
| | Amortised cost | 5,515.81 | 2,320.75 | - | - |
| Investment carried at fair value through profit or loss | | | | | |
| In Short-term mutual funds | | | | | |
| Quoted: | | | | | |
| 34,631,684 | (34,631,684) Units of DSP Banking & PSU Debt Fund - Direct Plan - Growth | 69.17 | 66.44 | - | - |
| 341,788,061 | (341,788,061) Units of IDFC Corporate Bond Fund - Direct Plan -Growth | 548.23 | 521.83 | - | - |
| 14,296,498 | (14,296,498) Units of IDFC Super Saver Income Fund - Short Term - Direct Plan - Growth | 70.05 | 67.00 | - | - |
| 30,603,467 | (30,603,467) Units of Kotak Bond Short Term Plan - Direct Plan - Growth | 139.84 | 133.06 | - | - |
| 30,779,648 | (30,779,648) Units of L&T Short Term Opportunities Fund - Direct Plan - Growth | 69.60 | 66.64 | - | - |
| 92,496,457 | (92,496,457) Units of Nippon India Floating Rate Fund - Short Term - Direct Plan - Growth | 349.12 | 332.88 | - | - |
| 146,141,389 | (146,141,389) Units of ICICI Prudential Income Opportunities Fund - Direct Plan-Growth | 486.23 | 467.67 | - | - |
| 449,031,864 | (449,031,864) Units of HDFC Medium Term Opportunities Fund - Direct Plan-Growth | 1,189.10 | 1,130.82 | - | - |
| 47,617,832 | (47,617,832) Units of Sundaram Banking & PSU Debt Fund - Direct Plan- Growth | 168.27 | 162.76 | - | - |
| | Fair value | 3,089.61 | 2,949.10 | - | - |
| | Carried over | 16,814.81 | 12,621.48 | 4,154.58 | 7,468.64 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

5 Investments (Contd.)

| Particulars | (₹ In Crore) | | | |
|--|-------------------------|------------------|---------------------|-----------------|
| | Non-current investments | | Current investments | |
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Brought over | 16,814.81 | 12,621.48 | 4,154.58 | 7,468.64 |
| In Long duration bond funds | | | | |
| Quoted: | | | | |
| 82,700,443 (82,700,443) Units of Nippon India Dynamic Bond Fund - Direct Plan - Growth | 262.47 | 251.02 | - | - |
| 83,348,103 (83,348,103) Units of L&T Triple Ace Bond Fund - Direct Plan -Growth | 523.92 | 497.08 | - | - |
| Fair value | 786.39 | 748.10 | - | - |
| In Liquid and overnight mutual funds | | | | |
| Quoted: | | | | |
| 1,167,236 (1,236,693) IDFC Cash Fund - Direct Plan - Growth | - | - | 300.09 | 307.44 |
| - (1,103,220) Axis Overnight Fund - Direct Plan - Growth | - | - | - | 120.02 |
| - (1,202,383) Kotak Overnight Fund - Direct Plan - Growth | - | - | - | 132.01 |
| 847,353 (-) SBI Overnight Fund - Direct Plan -Growth | - | - | 293.30 | - |
| 19,379,916 (-) Nippon India Overnight Fund - Direct Plan - Growth | - | - | 221.16 | - |
| Fair value | - | - | 814.55 | 559.47 |
| Total (B) | 17,601.20 | 13,369.58 | 4,969.13 | 8,028.11 |
| Total (A+B) | 18,849.63 | 14,602.84 | 4,969.13 | 8,028.11 |
| Aggregate provision for diminution in value of investments | 2.17 | 2.17 | - | - |

| Particulars | (₹ In Crore) | | | |
|--------------|------------------|------------------|----------------|-----------|
| | Book value | | Market value | |
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Quoted | 16,652.36 | 10,192.83 | 16,563.73 | 10,140.04 |
| Unquoted | 7,166.40 | 12,438.12 | NA | NA |
| Total | 23,818.76 | 22,630.95 | | |

Notes to Investments

- Investments made by the Company other than those with a maturity of less than one year, are intended to be held for long-term. On an assessment of the expected credit loss due to significant changes in risk profile, no material provisions are required to be made.
- In absence of an active market and non availability of quotes on a recognised stock exchange, investment in fixed maturity plans and fixed term plans though listed on recognised stock exchanges are disclosed as unquoted. Other mutual funds, though unlisted, are quoted on recognised stock exchanges at their previous day NAVs which is the quote for the day.
- Refer note 1 (6) for accounting policy on investments and note 33 for credit risk management related to investments.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

6 Loans

(Unsecured, good, unless stated otherwise)

| Particulars | Non-current | | Current | |
|----------------|----------------|------|----------------|------|
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Employee loans | 4.57 | 5.22 | 4.17 | 5.74 |
| | 4.57 | 5.22 | 4.17 | 5.74 |

(₹ In Crore)

7 Other financial assets

| Particulars | Non-current | | Current | |
|---|----------------|-------|----------------|--------|
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Non-current bank balances [See note 12] | 0.02 | - | - | - |
| Security deposits | 27.04 | 26.21 | - | - |
| Interest receivable on investments | 34.33 | - | 129.71 | 50.04 |
| Interest receivable on loans, deposits etc. | - | - | 0.55 | 0.72 |
| Valuation gains on derivative hedging instruments [See note 32] | - | - | 80.53 | 121.39 |
| PSI Receivable | - | - | 345.78 | - |
| Other advances | - | - | 39.69 | 51.38 |
| | 61.39 | 26.21 | 596.26 | 223.53 |

(₹ In Crore)

Security deposits include a sum of ₹ 9.92 crore (previous year ₹ 9.92 crore) against use of premises on a Leave License basis, placed with directors and their relatives, jointly and severally. [See note 39]

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

8 Other assets

(Unsecured, good, unless stated otherwise)

| Particulars | (₹ In Crore) | | | |
|---|----------------|--------|----------------|----------|
| | Non-current | | Current | |
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Capital advances | 269.73 | 238.52 | – | – |
| Security deposits | 6.43 | 6.65 | – | – |
| Advances recoverable in cash or in kind | | | | |
| Advances to related parties [See note 39] | – | – | 11.32 | 8.81 |
| Other advances | 22.94 | 23.79 | 114.54 | 215.03 |
| Doubtful advances | 8.13 | 8.13 | – | – |
| | 31.07 | 31.92 | 125.86 | 223.84 |
| Provision for doubtful advances | 8.13 | 8.13 | – | – |
| | 22.94 | 23.79 | 125.86 | 223.84 |
| Gratuity asset [See note 38] | 12.92 | 16.34 | – | – |
| VAT refund receivable | 39.78 | 39.78 | 129.66 | 130.31 |
| GST credit/refund receivable | – | – | 506.79 | 764.33 |
| EV subsidy receivable | – | – | 21.06 | – |
| Export incentives receivable | | | | |
| Unsecured considered good | – | – | 306.31 | 61.17 |
| Doubtful | 0.21 | 0.21 | – | – |
| | 0.21 | 0.21 | 306.31 | 61.17 |
| Provision for doubtful export incentives | 0.21 | 0.21 | – | – |
| | – | – | 306.31 | 61.17 |
| | 351.80 | 325.08 | 1,089.68 | 1,179.65 |

9 Inventories

| Particulars | (₹ In Crore) | |
|--|----------------|----------|
| | As at 31 March | |
| | 2022 | 2021 |
| Raw materials and components (includes in transit ₹ 31.13 crore (previous year ₹ 84.31 crore)) | 591.72 | 664.26 |
| Work-in-progress | 70.11 | 85.50 |
| Finished goods | 541.79 | 714.36 |
| Stores, spares and packing material | 25.67 | 27.07 |
| Loose tools | 1.22 | 2.70 |
| | 1,230.51 | 1,493.89 |

Amount recognised in profit and loss

Write-downs of inventories to net realisable value/reversal of provision for write-down, resulted in net loss/(gain) of ₹ 6.74 crore [Previous year – ₹ 47.75 crore]. These were recognised as an expense/(income) during the year in the Statement of Profit and Loss.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

10 Trade receivables

(₹ In Crore)

| Particulars | Non-current | | Current | |
|--|----------------|-------|----------------|----------|
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Unsecured, considered good | – | – | 1,516.38 | 2,716.85 |
| Receivables which have significant increase in credit risk | 39.66 | 44.10 | – | – |
| | 39.66 | 44.10 | 1,516.38 | 2,716.85 |
| Allowance for bad and doubtful receivable [See note 33(A)] | 39.66 | 44.10 | – | – |
| | – | – | 1,516.38 | 2,716.85 |
| | – | – | 1,516.38 | 2,716.85 |

Outstanding for following periods from due date of payment

| Ageing schedule as at 31 March 2022 | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|--------------------|-------------------|-------------|-------------|-------------------|----------|
| i) Undisputed trade receivables – considered good | 1,484.52 | 19.45 | 11.83 | 0.02 | 0.56 | 1,516.38 |
| ii) Undisputed trade receivables – which have significant increase in credit risk | 4.29 | 0.27 | 1.86 | 0.36 | 2.68 | 9.46 |
| iii) Disputed trade receivables - considered good | – | – | – | – | – | – |
| iv) Disputed trade receivables - which have significant increase in credit risk | 0.33 | 0.83 | 5.27 | 4.75 | 19.02 | 30.20 |
| | 1,489.14 | 20.55 | 18.96 | 5.13 | 22.26 | 1,556.04 |

Outstanding for following periods from due date of payment

| Ageing schedule as at 31 March 2021 | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|--------------------|-------------------|-------------|-------------|-------------------|----------|
| i) Undisputed trade receivables – considered good | 2,658.76 | 52.25 | 5.28 | 0.48 | 0.08 | 2,716.85 |
| ii) Undisputed trade receivables – which have significant increase in credit risk | – | 4.73 | 3.57 | 0.81 | 2.03 | 11.14 |
| iii) Disputed trade receivables - considered good | – | – | – | – | – | – |
| iv) Disputed trade receivables - which have significant increase in credit risk | 3.61 | 4.61 | 10.44 | 10.98 | 3.32 | 32.96 |
| | 2,662.37 | 61.59 | 19.29 | 12.27 | 5.43 | 2,760.95 |

11 Cash and cash equivalents

(₹ In Crore)

| Particulars | As at 31 March | |
|---------------------|----------------|--------|
| | 2022 | 2021 |
| Balances with banks | 563.92 | 505.10 |
| Cash on hand | 0.05 | 0.03 |
| | 563.97 | 505.13 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

12 Other bank balances

| Particulars | (₹ In Crore) | | | |
|--|----------------|------|----------------|-------|
| | Non-current | | Current | |
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Unclaimed dividend accounts | - | - | 24.37 | 22.21 |
| Deposits with residual maturity for more than twelve months | 0.02 | - | - | - |
| Deposits with residual maturity for less than twelve months | - | - | - | 0.02 |
| | 0.02 | - | 24.37 | 22.23 |
| Amount disclosed under 'other financial assets' [See note 7] | (0.02) | - | - | - |
| | - | - | 24.37 | 22.23 |

13 Equity share capital

| Particulars | (₹ In Crore) | |
|--|----------------|--------|
| | As at 31 March | |
| | 2022 | 2021 |
| Authorised | | |
| 300,000,000 equity shares of ₹ 10 each | 300.00 | 300.00 |
| Issued, subscribed and fully paid-up shares | | |
| 289,367,020 equity shares of ₹ 10 each | 289.37 | 289.37 |
| | 289.37 | 289.37 |

a. Reconciliation of the shares outstanding at the beginning and at the end of the year

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | |
|------------------------------------|---------------------|------------|---------------------|------------|
| | Nos. | ₹ In Crore | Nos. | ₹ In Crore |
| Equity shares | | | | |
| At the beginning of the year | 289,367,020 | 289.37 | 289,367,020 | 289.37 |
| Issued during the year | - | - | - | - |
| Outstanding at the end of the year | 289,367,020 | 289.37 | 289,367,020 | 289.37 |

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The interim dividend declared by the Board of Directors; and the final dividend proposed by the Board of Directors and approved by the shareholders in the annual general meeting is paid in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the Company

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | |
|--|---------------------|-----------|---------------------|-----------|
| | Nos. | % Holding | Nos. | % Holding |
| Equity shares of ₹ 10 each fully paid | | | | |
| Bajaj Holdings & Investment Ltd. | 96,727,050 | 33.43% | 96,727,050 | 33.43% |
| Jamnalal Sons Pvt. Ltd. | 26,281,400 | 9.08% | 26,281,400 | 9.08% |
| Life Insurance Corporation of India | 20,757,508 | 7.17% | 22,997,485 | 7.95% |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

13 Equity share capital (Contd.)**d. Shareholding of promoters**

| Promotor name | No. of shares | % of total shares | % change during the year |
|----------------------------------|---------------|-------------------|--------------------------|
| For 2021-22 | | | |
| Rahul Kumar Bajaj* | – | 0.00% | (0.36%) |
| Shekhar Bajaj | 6,020 | 0.00% | – |
| Madhur Bajaj | 200,000 | 0.07% | (0.24%) |
| Niraj Bajaj | 42,622 | 0.01% | – |
| Rajiv Bajaj** | 754,200 | 0.26% | 0.26% |
| Sanjiv Bajaj** | 327,224 | 0.11% | 0.11% |
| Bajaj Holdings & Investment Ltd. | 96,727,050 | 33.43% | – |

* Shri Rahul Kumar Bajaj, one of the promoters of Bajaj Auto Ltd. expired on 12 February 2022. Shares held by Late Shri Rahul Kumar Bajaj in individual capacity, and previously shown as part of holdings of promoters, are in the process of transmission. As per regulation 31A (6) of SEBI LODR Regulations, Late Shri Rahul Kumar Bajaj automatically ceases to be a promoter and his holdings would hereafter be shown under 'Promoter Group - (Estate of Rahul Kumar Bajaj)' category until his shares are transmitted to the respective legal heirs, who would all be Promoters/Promoter Group.

** Shri Rajiv Rahul Kumar Bajaj and Shri Sanjiv Rahul Kumar Bajaj, sons of Late Shri Rahul Kumar Bajaj have now succeeded as Promoters and their holdings which earlier were shown under 'Promoter Group' category have got transferred to 'Promoter' Category.

| Promotor name | No. of shares | % of total shares | % change during the year |
|----------------------------------|---------------|-------------------|--------------------------|
| For 2020-21 | | | |
| Rahul Kumar Bajaj | 1,048,796 | 0.36% | (0.62%) |
| Shekhar Bajaj | 6,020 | 0.00% | – |
| Madhur Bajaj | 906,954 | 0.31% | (0.22%) |
| Niraj Bajaj | 42,622 | 0.01% | – |
| Bajaj Holdings & Investment Ltd. | 96,727,050 | 33.43% | – |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

14 Other equity

| Particulars | (₹ In Crore) | |
|--|----------------|-----------|
| | As at 31 March | |
| | 2022 | 2021 |
| Reserves and surplus: | | |
| General reserve | | |
| Balance as at the beginning of the year | 5,887.60 | 5,431.60 |
| Add: Transferred from surplus in Statement of Profit and Loss | 502.00 | 456.00 |
| Balance as at the end of the year | 6,389.60 | 5,887.60 |
| Retained earnings | | |
| Balance as at the beginning of the year | 18,861.25 | 14,750.44 |
| Profit for the year | 5,018.87 | 4,554.59 |
| Items of other comprehensive income recognised directly in retained earnings | | |
| Actuarial gains/(losses) of defined benefit plans | 13.42 | 12.22 |
| Less: Appropriations | | |
| Transfer to General reserve | 502.00 | 456.00 |
| Final dividend for the year ended 31 March 2021 | 4,051.14 | – |
| Total appropriations | 4,553.14 | 456.00 |
| Balance as at the end of the year | 19,340.40 | 18,861.25 |
| Other reserves: | | |
| Cash flow hedging reserve [See note 33] | 54.33 | 148.90 |
| Costs of hedging reserve [See note 33] | 5.93 | (58.06) |
| FVTOCI reserve | | |
| Balance as at the beginning of the year | 88.43 | (413.13) |
| Net (losses)/gains on FVTOCI equity securities | 537.98 | 501.56 |
| Balance as at the end of the year | 626.41 | 88.43 |
| Share based payment reserve | | |
| Balance as at the beginning of the year | 16.91 | 10.01 |
| Add: Recognised during the year | 15.36 | 6.90 |
| Balance as at the end of the year | 32.27 | 16.91 |
| Treasury shares | | |
| Balance as at the beginning of the year | (32.14) | (26.62) |
| Add: Changes during the year | (37.37) | (5.52) |
| Balance as at the end of the year | (69.51) | (32.14) |
| | 26,379.43 | 24,912.89 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

14 Other equity (Contd.)

Nature and purpose of reserve:

General reserve

General reserve is free reserve available for distribution as recommended by Board in accordance with requirements of the Companies Act, 2013. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Retained earnings

Retained earnings is a free reserve. This is the accumulated profit earned by the Company till date, less transfer to general reserve, dividend and other distributions made to the shareholders.

Cash flow hedging reserve and Costs of hedging reserve

It represents the effective portion of the fair value of forward/option contracts designated as cashflow hedge.

FVTOCI reserve

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI reserve within equity.

Share based payment reserve

Share based payment reserve is created as required by Ind AS 102 'Share Based Payments' on the employee stock option scheme operated by the Company for its employees.

Treasury shares

The reserve for shares of the Company held by the Bajaj Auto ESOP Trust (ESOP Trust). Company has issued employees stock option scheme for its employees. The equity shares of the Company have been purchased and held by ESOP Trust. Trust to transfer in the name of employees at the time of exercise of option by employees.

15 Sales tax deferral

| Particulars | (₹ In Crore) | |
|---|----------------|--------|
| | As at 31 March | |
| | 2022 | 2021 |
| Unsecured | | |
| Sales tax deferral liability/loan, an incentive under Package Scheme of Incentives 1983 and 1993 - interest free, partially prepaid | 122.77 | 121.46 |
| | 122.77 | 121.46 |

The exemption of interest on the sales tax liability deferred for payment is considered as a Government grant and measured at an internal rate of return available for pre-payment of the liability as per the sales tax rules. Also see note 33.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

16 Provisions

| Particulars | (₹ In Crore) | | | |
|--|----------------|------|----------------|--------|
| | Non-current | | Current | |
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Provision for employee benefits [See note 38] | | | | |
| Provision for compensated absences | – | – | 127.56 | 129.66 |
| Provision for welfare scheme | 1.30 | 1.98 | 0.56 | 0.67 |
| | 1.30 | 1.98 | 128.12 | 130.33 |
| Other provisions | | | | |
| Provision for warranties | – | – | 25.63 | 22.04 |
| | 1.30 | 1.98 | 153.75 | 152.37 |

Provision for warranties

Provision is made for estimated warranty claims in respect of vehicles sold which are still under warranty at the end of the reporting period. These claims are expected to be settled in the next financial year. Management estimates the provision based on historical warranty claim information; and any recent trends that may suggest future claims could differ from historical amounts.

| Particulars | (₹ In Crore) | |
|-------------------------------|----------------|-------|
| | As at 31 March | |
| | 2022 | 2021 |
| At the beginning of the year | 22.04 | 22.64 |
| Arising during the year | 24.41 | 18.03 |
| Utilised during the year | 20.82 | 18.63 |
| At the end of the year | 25.63 | 22.04 |

17 Deferred tax liabilities (net)

| Particulars | (₹ In Crore) | |
|---|----------------|--------|
| | As at 31 March | |
| | 2022 | 2021 |
| Deferred tax liabilities | | |
| On account of timing difference in | | |
| Property, plant and equipment | 116.03 | 125.36 |
| Employee benefits: | | |
| Defined benefit plans provisions - P&L | 15.65 | 22.17 |
| Defined benefit plans provisions - OCI | 0.41 | 0.33 |
| Financial instruments: | | |
| Mutual funds including fixed maturity plans, ETFs | 247.12 | 409.65 |
| Fair valuation of derivative hedging contracts | 20.27 | 50.08 |
| Financial assets at FVTOCI | 80.75 | 13.14 |
| | 348.14 | 472.87 |
| Gross deferred tax liabilities | 480.23 | 620.73 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

17 Deferred tax liabilities (net) (Contd.)

| Particulars | (₹ In Crore) | |
|--|----------------|--------|
| | As at 31 March | |
| | 2022 | 2021 |
| Deferred tax assets | | |
| On account of timing difference in | | |
| Employee benefits: | | |
| Welfare scheme costs and others | 0.47 | 0.67 |
| Bonus provisions | 1.72 | 1.72 |
| Provision for privilege leave etc. | 32.10 | 32.63 |
| Defined benefit plans provisions - OCI | 13.67 | 18.11 |
| | 47.96 | 53.13 |
| Financial instruments: | | |
| Fair valuation of derivative hedging contracts | – | 19.53 |
| Amortisation of discount on acquisition of fixed income securities | 4.82 | 0.68 |
| | 4.82 | 20.21 |
| Other items: | | |
| Provision for bad/doubtful debts and advances | 12.02 | 13.15 |
| Taxes, duties, others etc. | 12.10 | 12.10 |
| | 24.12 | 25.25 |
| Gross deferred tax assets | 76.90 | 98.59 |
| | 403.33 | 522.14 |

Movement in deferred tax liabilities (net):

| Particulars | (₹ In Crore) | | | | |
|---------------------------------|-------------------------------------|--------------------------|----------------------|----------------|----------|
| | Property, plant and equipment | Financial instruments | Employee benefits | Other items | Total |
| At 31 March 2020 | 154.79 | 268.57 | (55.73) | (21.25) | 346.38 |
| Charged/(credited) | | | | | |
| – to profit and loss | (29.43) | 48.75 | 20.99 | (4.00) | 36.31 |
| – to other comprehensive income | – | 135.34 | 4.11 | – | 139.45 |
| At 31 March 2021 | 125.36 | 452.66 | (30.63) | (25.25) | 522.14 |
| Charged/(credited) | | | | | |
| – to profit and loss | (9.33) | (166.66) | (5.79) | 1.13 | (180.65) |
| – to other comprehensive income | – | 57.32 | 4.52 | – | 61.84 |
| At 31 March 2022 | 116.03 | 343.32 | (31.90) | (24.12) | 403.33 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

18 Other non-current liabilities

| Particulars | (₹ In Crore) | |
|--|----------------|------|
| | As at 31 March | |
| | 2022 | 2021 |
| Annuity payable to VRS/Welfare scheme optees | 0.30 | 0.50 |
| | 0.30 | 0.50 |

19 Trade payables

| Particulars | (₹ In Crore) | |
|--|----------------|----------|
| | As at 31 March | |
| | 2022 | 2021 |
| Total outstanding dues of micro enterprises and small enterprises | 150.64 | 121.20 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 3,482.54 | 4,452.61 |
| | 3,633.18 | 4,573.81 |

Due - Outstanding for following periods from due date of payment

| Ageing schedule as at 31 March 2022 | Unbilled | Not due | Due - Outstanding for following periods from due date of payment | | | | Total |
|---|----------|----------|--|-----------|-----------|-------------------|----------|
| | | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| i. Micro enterprises and small enterprises (MSME) | - | 150.64 | - | - | - | - | 150.64 |
| ii. Others | 830.51 | 2,321.70 | 323.18 | 3.11 | 0.69 | 3.35 | 3,482.54 |
| iii. Disputed dues - MSME | - | - | - | - | - | - | - |
| iv. Disputed dues - Others | - | - | - | - | - | - | - |
| | 830.51 | 2,472.34 | 323.18 | 3.11 | 0.69 | 3.35 | 3,633.18 |

Due - Outstanding for following periods from due date of payment

| Ageing schedule as at 31 March 2021 | Unbilled | Not due | Due - Outstanding for following periods from due date of payment | | | | Total |
|---|----------|----------|--|-----------|-----------|-------------------|----------|
| | | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| i. Micro enterprises and small enterprises (MSME) | - | 121.20 | - | - | - | - | 121.20 |
| ii. Others | 1,237.57 | 2,953.75 | 251.52 | 6.34 | 0.58 | 2.85 | 4,452.61 |
| iii. Disputed dues - MSME | - | - | - | - | - | - | - |
| iv. Disputed dues - Others | - | - | - | - | - | - | - |
| | 1,237.57 | 3,074.95 | 251.52 | 6.34 | 0.58 | 2.85 | 4,573.81 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

20 Other financial liabilities

| Particulars | (₹ In Crore) | |
|--|----------------|---------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Security deposits | 27.11 | 21.50 |
| Unclaimed dividend | 24.37 | 22.21 |
| Directors' remuneration and commission payable | 17.57 | 32.00 |
| Employee benefits payable | 192.77 | 178.55 |
| Other payables | 135.18 | 153.18 |
| | 397.00 | 407.44 |

Refer note 32 for financial liabilities measured at amortised cost.

21 Other current liabilities

| Particulars | (₹ In Crore) | |
|--|----------------|---------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Annuity payable to VRS/Welfare scheme optees | 0.27 | 0.39 |
| Advance received from customers | 301.92 | 408.03 |
| Taxes and duties payable | 97.22 | 47.02 |
| Other payables | 79.30 | 27.35 |
| | 478.71 | 482.79 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

22 Revenue from operations

| Particulars | (₹ In Crore) | |
|---|-----------------------------|-----------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Revenue from operations | | |
| Revenue from contracts with customers | | |
| Sale of products | 32,135.98 | 27,132.90 |
| Other operating revenue | | |
| Scrap sales | 29.25 | 18.67 |
| Export incentives | 551.27 | 245.59 |
| PSI | 30.50 | – |
| Royalty | 174.58 | 153.20 |
| Technical know how fees | 2.65 | – |
| Rent [See note 40] | 26.67 | 29.45 |
| Insurance claims | 0.49 | 0.25 |
| Miscellaneous receipts | 91.86 | 55.08 |
| Government grants | 2.65 | 2.65 |
| Interest income on financial services to dealers | 98.81 | 103.29 |
| | 1,008.73 | 608.18 |
| | 33,144.71 | 27,741.08 |
| Revenue from contracts with customers (Goods transferred at a point in time) | | |
| India | 15,201.89 | 14,445.62 |
| Outside India | 16,934.09 | 12,687.28 |
| Total revenue from contracts with customers | 32,135.98 | 27,132.90 |
| Reconciling the amount of revenue recognised in the Statement of Profit and Loss with the contracted price | | |
| Revenue as per contracted price | 32,407.71 | 27,374.31 |
| Adjustments: | | |
| Cash discounts and target incentives | (242.90) | (183.94) |
| Sales promotion expenses | (28.83) | (57.47) |
| Revenue from contracts with customers | 32,135.98 | 27,132.90 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

23 Other income

| Particulars | (₹ In Crore) | |
|--|-----------------------------|----------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Investment income | | |
| Interest income on fixed income securities | 275.05 | 65.77 |
| Amortisation of (premium)/discount on acquisition of fixed income securities | (17.67) | (5.57) |
| Interest income on fixed deposits | 36.42 | 17.87 |
| Interest income on exchange traded funds | 204.68 | 76.85 |
| Interest income on fixed maturity plans | 388.93 | 842.51 |
| Interest income from financial assets at amortised cost | 887.41 | 997.43 |
| Dividend income on other strategic investments | 45.50 | – |
| Gain on valuation and realisation of mutual funds measured at FVTPL | 188.75 | 254.25 |
| Profit on sale of other investments, net | 35.72 | 15.74 |
| | 1,157.38 | 1,267.42 |
| Others | | |
| Surplus on sale of property, plant and equipment | 21.59 | 1.94 |
| Tax refunds/credits | – | 7.10 |
| Gains on exchange fluctuations | 30.27 | – |
| | 51.86 | 9.04 |
| | 1,209.24 | 1,276.46 |

24 Changes in inventories

| Particulars | (₹ In Crore) | | |
|---|-----------------------------|----------|-------------------------|
| | For the year ended 31 March | | |
| | 2022 | 2021 | (Increase)/ decrease |
| Inventories at the end of the year | 70.11 | 85.50 | 15.39 |
| Work-in-progress | 541.79 | 714.36 | 172.57 |
| Finished goods | 611.90 | 799.86 | 187.96 |
| Inventories at the beginning of the year | 85.50 | 57.60 | (27.90) |
| Work-in-progress | 714.36 | 522.78 | (191.58) |
| Finished goods | 799.86 | 580.38 | (219.48) |
| | 187.96 | (219.48) | |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

25 Employee benefits expense

| Particulars | (₹ In Crore) | |
|--|-----------------------------|-----------------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Salaries, wages and bonus to employees [See note 39] | 1,170.31 | 1,135.47 |
| Contribution to provident and other funds [See note 38 and 39] | 92.03 | 61.32 |
| Share based payment to employees | 15.36 | 6.90 |
| Staff welfare expenses | 81.10 | 82.27 |
| | 1,358.80 | 1,285.96 |

26 Finance costs

| Particulars | (₹ In Crore) | |
|---|-----------------------------|-------------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Interest expense | 7.35 | 5.48 |
| Interest adjustment on Government grant | 1.31 | 1.18 |
| | 8.66 | 6.66 |

27 Depreciation and amortisation expense

| Particulars | (₹ In Crore) | |
|---|-----------------------------|---------------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Depreciation on property, plant and equipment | 244.04 | 232.06 |
| Depreciation on investment property | 1.17 | 1.60 |
| Amortisation of technical know-how | 21.98 | 24.97 |
| Amortisation of leasehold land | 1.98 | 0.65 |
| | 269.17 | 259.28 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

28 Other expenses

| Particulars | (₹ In Crore) | |
|--|-----------------------------|----------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Stores and tools consumed | 132.43 | 116.05 |
| Power, fuel and water | 108.01 | 91.34 |
| Rent | 15.58 | 16.27 |
| Repairs to buildings | 38.42 | 30.12 |
| Repairs to machinery | 105.59 | 72.74 |
| Other repairs | 17.62 | 13.96 |
| Insurance | 11.03 | 6.57 |
| Rates and taxes | 17.50 | 24.46 |
| Payment to auditor | 2.01 | 1.85 |
| Directors' fees and travelling expenses | 0.93 | 0.99 |
| Commission to non-executive directors | 2.28 | 6.98 |
| Travelling expenses | 12.24 | 5.75 |
| Miscellaneous expenses | 488.14 | 395.62 |
| Loss on exchange fluctuations | – | 22.73 |
| Packing material consumed | 542.22 | 364.24 |
| Freight and forwarding expenses | 269.84 | 204.53 |
| Advertisement | 168.06 | 247.91 |
| Vehicle service charges and other expenses | 103.39 | 103.66 |
| Sales promotion expenses | 43.01 | 42.37 |
| Contribution to electoral bonds | – | 3.00 |
| Expenditure towards Corporate Social Responsibility (CSR) activities | 128.00 | 128.25 |
| Bad debts and other irrecoverable debit balances written off | 0.02 | 0.62 |
| Loss on property, plant and equipment sold, demolished, discarded and scrapped | 8.88 | 13.10 |
| Provision for doubtful debts and advances (includes expected credit loss on trade receivables) | (4.44) | 16.15 |
| | 2,210.76 | 1,929.26 |

Payment to auditor

| Particulars | (₹ In Crore) | |
|-------------------------------------|-----------------------------|------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| As auditor | | |
| Audit fee | 1.04 | 1.04 |
| Tax audit fee | 0.10 | 0.10 |
| Limited review | 0.66 | 0.66 |
| Other services (certification fees) | 0.20 | 0.05 |
| Reimbursement of expenses | 0.01 | – |
| | 2.01 | 1.85 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

Expenditure towards Corporate Social Responsibility (CSR) activities

| Particulars | (₹ In Crore) | |
|--|-----------------------------|--------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| a) Detail of spends | | |
| i) Gross amount required to be spent by the Company during the year | 128.00 | 126.91 |
| ii) Amount of expenditure incurred | 128.00 | 128.25 |
| iii) Shortfall at the end of the year | - | - |
| iv) Total of previous years shortfall | - | - |
| v) Reason for shortfall | NA | NA |
| vi) Nature of CSR activities | | |
| Poverty, Health, Sanitation, Water | 35.58 | 55.84 |
| Education, Special Education, Vocation, Livelihoods | 22.31 | 22.93 |
| Environment, Soil And Water, Protection of Flora and fauna | 8.58 | 28.93 |
| Heritage, Art, Culture, Handicrafts, Public Libraries | 0.28 | 1.75 |
| Veterans, War Widows, Dependents | 1.00 | - |
| Tech Incubator Within Academic Institution approved by Central Govt. | - | 10.00 |
| Rural Development | 4.38 | 3.94 |
| Gender/Women, Orphans, Homes and Hostels, Day Care | 3.18 | 0.63 |
| Others (including provision for unspent) | 52.69 | 4.23 |
| Total | 128.00 | 128.25 |
| No funds relating to other than identified and ongoing projects are required to be transferred to specified funds. | | |
| b) Amount spent in cash during the year on: | | |
| i) Construction/acquisition of any asset | - | - |
| ii) On purposes other than (i) above | 128.00 | 128.25 |
| | 128.00 | 128.25 |

29 Exceptional items

| Particulars | (₹ In Crore) | |
|-------------|-----------------------------|------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| PSI Scheme | (315.28) | - |
| | (315.28) | - |

This is amount receivable from State Government of Maharashtra under Package Scheme of Incentive 2007 (PSI), for the period April 2015 to March 2021.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

30 Tax expense

| Particulars | (₹ In Crore) | |
|--|-----------------------------|----------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| (a) Tax expense | | |
| Current tax | | |
| Current tax on profits for the year | 1,667.11 | 1,348.10 |
| Deferred tax | | |
| Decrease/(increase) in deferred tax assets | (2.28) | (3.17) |
| (Decrease)/increase in deferred tax liabilities | (178.37) | 39.48 |
| Total deferred tax expense/(benefit) | (180.65) | 36.31 |
| Tax expenses | 1,486.46 | 1,384.41 |
| (b) Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate | | |
| Profit before tax | 6,505.33 | 5,939.00 |
| Tax at the Indian tax rate of 25.168% (Previous year - 25.168%) | 1,637.26 | 1,494.73 |
| Tax effect of amounts which are not deductible (taxable) in calculating taxable income: | | |
| – Corporate social responsibility expenditure | 32.22 | 33.04 |
| – Rate difference in amortisation of fixed income securities | (4.68) | (0.47) |
| – Others | 3.87 | 1.73 |
| Tax effect of amounts which are deductible (non taxable) in calculating taxable income: | | |
| – Tax-free interest | – | (0.16) |
| – Dividend received on strategic investment | (11.45) | – |
| – Profit on investments not taxable | (109.48) | (64.93) |
| – Income from fair valuation of mutual funds | (60.51) | (78.54) |
| – Disallowance of expenditure incurred on rented property (net) | (0.77) | (0.99) |
| Tax expense | 1,486.46 | 1,384.41 |

31 Earnings Per Share (EPS)

| Particulars | For the year ended 31 March | |
|---|-------------------------------------|-------------|
| | 2022 | 2021 |
| | a. Profit for the year (₹ In Crore) | 5,018.87 |
| Weighted average number of shares outstanding during the year (Nos) | 289,367,020 | 289,367,020 |
| Less: Weighted average number of shares held by ESOP Trust i.e. Treasury shares (Nos) | 221,458 | 122,242 |
| Net weighted average number of shares outstanding during the year (Nos) | 289,145,562 | 289,244,778 |
| b. Earnings per share (Basic and Diluted) ₹ | 173.6 | 157.5 |
| Face value per share ₹ | 10.0 | 10.0 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

32 Fair value measurement**i) Financial instruments by category**

(₹ In Crore)

| Particulars | 31 March 2022 | | | 31 March 2021 | | |
|-----------------------------------|---------------|----------|----------------|---------------|----------|----------------|
| | FVTPL | FVTOCI | Amortised Cost | FVTPL | FVTOCI | Amortised Cost |
| Financial assets | | | | | | |
| Investments | | | | | | |
| – Equity | – | 1,898.08 | – | – | 1,274.23 | – |
| – Bonds and debentures | – | – | 3,834.66 | – | – | 1,803.30 |
| – Government bonds and securities | – | – | 857.47 | – | – | 659.54 |
| – Exchange traded funds | – | – | 5,515.81 | – | – | 2,320.75 |
| – Fixed maturity plans | – | – | 4,658.76 | – | – | 10,975.36 |
| – Fixed deposits | – | – | 1,115.00 | – | – | 107.84 |
| – Short-term funds | 3,089.61 | – | – | 2,949.10 | – | – |
| – Long duration bond funds | 786.39 | – | – | 748.10 | – | – |
| – Liquid mutual funds | 814.55 | – | – | 559.47 | – | – |
| Trade receivables | – | – | 1,516.38 | – | – | 2,716.85 |
| Loans | – | – | 8.74 | – | – | 10.96 |
| Other financial assets | – | – | 577.12 | – | – | 128.35 |
| Cash and cash equivalents | – | – | 563.97 | – | – | 505.13 |
| Other bank balances | – | – | 24.37 | – | – | 22.23 |
| Derivative financial assets | – | 80.53 | – | – | 121.39 | – |
| | 4,690.55 | 1,978.61 | 18,672.28 | 4,256.67 | 1,395.62 | 19,250.31 |
| Financial liabilities | | | | | | |
| Sales tax deferral | – | – | 122.77 | – | – | 121.46 |
| Trade payables | – | – | 3,633.18 | – | – | 4,573.81 |
| Other financial liabilities | – | – | 397.00 | – | – | 407.44 |
| Derivative financial liability | – | – | – | – | – | – |
| | – | – | 4,152.95 | – | – | 5,102.71 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

32 Fair value measurement (Contd.)

ii) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets/liabilities measured at fair value - recurring fair value measurements At 31 March 2022

(₹ In Crore)

| Particulars | Notes | Level 1 | Level 2 | Level 3 | Total |
|--|-------|----------|---------|---------|----------|
| Financial investments at FVTPL | | | | | |
| Short-term funds | 5 | 3,089.61 | – | – | 3,089.61 |
| Long duration bond funds | 5 | 786.39 | – | – | 786.39 |
| Liquid mutual funds | 5 | 814.55 | – | – | 814.55 |
| Financial investments at FVTOCI | | | | | |
| Derivatives designated as hedges | | | | | |
| Option contracts | 7 | – | 80.53 | – | 80.53 |
| Equity investment | 5 | 1,753.87 | – | 144.21 | 1,898.08 |
| | | 6,444.42 | 80.53 | 144.21 | 6,669.16 |

Assets disclosed at fair value - At 31 March 2022

(₹ In Crore)

| Particulars | Notes | Level 1 | Level 2 | Level 3 | Total |
|---------------------|-------|---------|---------|---------|--------|
| Investment property | 3 | – | 223.03 | – | 223.03 |

Financial assets/liabilities measured at fair value - recurring fair value measurements At 31 March 2021

(₹ In Crore)

| Particulars | Notes | Level 1 | Level 2 | Level 3 | Total |
|--|-------|----------|---------|---------|----------|
| Financial investments at FVTPL | | | | | |
| Short-term mutual funds | 5 | 2,949.10 | – | – | 2,949.10 |
| Long duration bond funds | 5 | 748.10 | – | – | 748.10 |
| Liquid mutual funds | 5 | 559.47 | – | – | 559.47 |
| Financial investments at FVTOCI | | | | | |
| Derivatives designated as hedges | | | | | |
| Option contracts | 7 | – | 121.39 | – | 121.39 |
| Equity investment | 5 | 1,152.57 | 121.66 | – | 1,274.23 |
| | | 5,409.24 | 243.05 | – | 5,652.29 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

32 Fair value measurement (Contd.)

ii) Fair value hierarchy (Contd.)

Assets disclosed at fair value - At 31 March 2021

| (₹ In Crore) | | | | | |
|---------------------|-------|---------|---------|---------|--------|
| Particulars | Notes | Level 1 | Level 2 | Level 3 | Total |
| Investment property | 3 | – | 205.55 | – | 205.55 |

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices in active markets. Quotes would include rates/values/valuation references published periodically by BSE, NSE etc. basis which trades take place in a linked or unlinked active market. This includes traded bonds and mutual funds, as the case may be, that have quoted price/rate/value.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques which maximise the use of observable market data (either directly as prices or indirectly derived from prices) and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Valuation Techniques used to determine fair value

Valuation Techniques used to determine fair value include

- Open ended mutual funds at NAV's/rates declared and/or quoted
- Derivative Instruments at values determined by counter parties/Banks using market observable data.

iii) Fair value of financial assets and liabilities measured at amortised cost

| Particulars | (₹ In Crore) | | | |
|---------------------------------|-----------------|------------|-----------------|------------|
| | 31 March 2022 | | 31 March 2021 | |
| | Carrying Amount | Fair value | Carrying Amount | Fair value |
| Financial assets | | | | |
| Investments | | | | |
| Bonds and debentures | 3,834.66 | 3,797.62 | 1,803.30 | 1,780.78 |
| Government bonds and securities | 857.47 | 838.71 | 659.54 | 646.49 |
| Exchange traded funds | 5,515.81 | 5,482.98 | 2,320.75 | 2,303.55 |
| Fixed maturity plans | 4,658.76 | 4,636.65 | 10,975.36 | 11,121.18 |
| | 14,866.70 | 14,755.96 | 15,758.95 | 15,852.00 |

The carrying amounts of fixed deposits, trade receivables, trade payables, other financial assets/liabilities, loans and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

33 Financial risk management

The Company's activities expose it to credit risk, liquidity risk and market risk (including foreign exchange risk). In order to minimise any adverse effects on the financial performance of the Company, derivative financial instruments such as foreign exchange forward contracts and foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

This note explains the sources of risk which the Company is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements

| Risk | Exposure arising from | Measurement | Management |
|-------------------------------|--|----------------------------------|---|
| Credit Risk | Cash and cash equivalents, financial assets measured at amortised cost and fair value through profit or loss | Credit ratings | Diversification of counterparties, diversification of investment limits, monitoring of counterparties basis credit rating |
| | Derivative financial instruments | Credit ratings | Deal with reputed banks holding high credit risk rating |
| | Trade receivables | Credit limit and ageing analysis | No. of overdue days, monitoring of credit limits |
| Liquidity Risk | Other liabilities | Maturity analysis | Maintaining sufficient cash/cash equivalents and marketable securities |
| Market Risk- Foreign Exchange | Highly probable forecast transactions and financial assets and liabilities not denominated in INR | Sensitivity analysis | Forward foreign exchange contracts and foreign currency options |

The Board of Directors provide guiding principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of available funds. The Company's risk management is carried out by a treasury department as per such policies approved by the Board of Directors. Accordingly, Company's treasury department identifies, evaluates and hedges financial risks.

A) Credit risk

Credit risk refers to the risk that a counterparty may default on its contractual obligations leading to a financial loss to the Company. Credit risk primarily arises from cash and cash equivalents, derivative financial instruments, financial assets measured at amortised cost, financial assets measured at fair value through profit or loss and trade receivables. None of the financial instruments of the Company result in material concentration of credit risk.

Credit risk management

For Derivative instruments exposures are extended with multiple banks holding high credit risk ratings.

In regard to Trade receivables, which are typically unsecured, credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to whom credit is extended in the normal course of business. The Company follows a 'simplified approach' for recognition of impairment loss allowance on trade receivables. Accordingly, impairment loss allowance is recognised based on lifetime expected credit losses at each reporting date, right from its initial recognition. The provision rates are based on days past due; and the calculation reflects the probability weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

33 Financial risk management (Contd.)

Set out below is the information about the credit risk exposure of the Company's trade receivables using provision matrix:

| Particulars | (₹ In Crore) | |
|---------------------------------------|----------------|----------|
| | As on 31 March | |
| | 2022 | 2021 |
| Estimated total gross carrying amount | 1,556.04 | 2,760.95 |
| ECL | 39.66 | 44.10 |
| Net carrying amount | 1,516.38 | 2,716.85 |

Reconciliation of impairment allowance – Trade receivable

| Particulars | (₹ In Crore) |
|---|--------------|
| Impairment allowance as on 31 March 2020 | 28.21 |
| Changes in loss allowance | 15.89 |
| Impairment allowance as on 31 March 2021 | 44.10 |
| Changes in loss allowance | (4.44) |
| Impairment allowance as on 31 March 2022 | 39.66 |

For other financial assets, the Company has an investment policy which allows the Company to invest only with counterparties having a credit rating equal to or above AA+ and A1+. The Company reviews the creditworthiness of these counterparties on an on-going basis. Counter party limits maybe updated as and when required, subject to approval of Board of Directors.

B) Liquidity risk

The Company's principal source of liquidity are 'cash and cash equivalents' and cash flows that are generated from operations. The Company believes that its working capital is sufficient to meet the financial liabilities within maturity period. The Company has no outstanding term borrowings except sales tax deferral liability amounting to ₹ 122.77 crore which are interest free and are repayable after 11 years from the Balance Sheet date. Additionally, the Company has invested its surplus funds in fixed income securities or instruments of similar profile thereby ensuring safety of capital and availability of liquidity as and when required.

Hence the Company carries a negligible liquidity risk.

| Particulars | (₹ In Crore) | |
|------------------------------|----------------|----------|
| | As at 31 March | |
| | 2022 | 2021 |
| The Company had | | |
| Net working capital funds | 5,305.03 | 8,531.92 |
| which includes; | | |
| i) Cash and cash equivalents | 563.97 | 505.13 |
| ii) Current investments | 4,969.13 | 8,028.11 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

33 Financial risk management (Contd.)

The table below summarises the contractual maturities of financial liabilities as at 31 March 2022 and 31 March 2021:

Maturities of financial liabilities

(₹ In Crore)

| Particulars | Less than and equal to 1 year | More than 1 year | Total |
|---------------------------------|-------------------------------------|---------------------|-----------------|
| As on 31 March 2022 | | | |
| Non-derivatives | | | |
| Sales tax deferral (discounted) | – | 122.77 | 122.77 |
| Trade payables | 3,633.18 | – | 3,633.18 |
| Other financial liabilities | 397.00 | – | 397.00 |
| | <u>4,030.18</u> | <u>122.77</u> | <u>4,152.95</u> |
| As on 31 March 2021 | | | |
| Non-derivatives | | | |
| Sales tax deferral (discounted) | – | 121.46 | 121.46 |
| Trade payables | 4,573.81 | – | 4,573.81 |
| Other financial liabilities | 407.44 | – | 407.44 |
| | <u>4,981.25</u> | <u>121.46</u> | <u>5,102.71</u> |

C) Market risk

(i) Foreign currency risk

The Company has significant exports and is therefore exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD. Foreign exchange risk arises from highly probable forecast transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk is measured through sensitivity analysis. The primary objective for forex hedging against anticipated foreign currency risks will be to hedge the Company's highly probable foreign currency cash flows arising from such transactions (thus reducing volatility of cash flow and profit).

The Company's risk management policy permits the use of plain foreign exchange forward contracts and foreign currency option contracts including Foreign Currency - INR Option Cost Reduction Structures to hedge forecasted sales.

The Company also imports certain materials the value of which is not material as compared to value of exports. Currently, Company does not hedge this exposure. Nevertheless, Company may wish to hedge such exposures.

The Company uses a combination of foreign currency option contracts and foreign exchange forward contracts to hedge its exposure in foreign currency risk. The Company designates forward contracts in entirety and intrinsic value of foreign currency option contracts as the hedging instrument. To the extent these hedges are effective; the change in fair value of the hedging instrument is recognised through other comprehensive income in the 'Cash flow hedging reserve' within equity. The change in time value that relate to the hedged item (aligned time value) is recognised through other comprehensive income in 'Costs of hedging reserve' within equity. Amount recognised in equity is reclassified to profit or loss when the hedged item (i.e. forecasted export sales) affects Statement of Profit or Loss. The ineffective portion of change in fair value of the hedging instrument and any residual time value (the non-aligned portion), if any, is recognised in the Statement of Profit and Loss immediately.

The intrinsic value of foreign exchange option contracts is determined with reference to the relevant spot market exchange rate. The differential between the contracted strike rate and the spot market exchange rate is defined as the intrinsic value. Time value of the option is the difference between fair value of the option and the intrinsic value.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

33 Financial risk management (Contd.)

The fair values (Marked-to-market/MTM) of foreign currency derivative contracts outstanding as on 31 March 2022 and 31 March 2021 are as follows:

(₹ In Crore)

| | As at 31 March 2022 | | As at 31 March 2021 | |
|---|------------------------------|---------------------|------------------------------|---------------------|
| | Notional In USD Mn (Sell) | MTM Gain/ (Loss) | Notional In USD Mn (Sell) | MTM Gain/ (Loss) |
| For export transactions: | | | | |
| Foreign currency derivative designated as hedging instruments – options contracts | 1,326.00 | 80.53 | 1,369.00 | 121.39 |
| | 1,326.00 | 80.53 | 1,369.00 | 121.39 |
| For import transactions: NIL | | | | |

Open exposure

The Company's exposure to foreign currency risk at the end of the reporting period are as follows:

(USD Million)

| | As at 31 March | |
|------------------------|----------------|--------|
| | 2022 | 2021 |
| Receivables | 94.68 | 134.16 |
| Payables | 8.05 | 15.80 |
| Others (EEFC balances) | 64.50 | 63.32 |

Sensitivity analysis

The following table demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on other components of equity arises from the changes in fair value of the foreign exchange option contracts designated as cash flow hedges.

(₹ In Crore)

| | As at 31 March | |
|---|----------------|----------|
| | 2022 | 2021 |
| Impact on other components of equity | | |
| USD Sensitivity | | |
| INR/USD Increase by 5% (Previous year 5%) | (185.07) | (235.80) |
| INR/USD Decrease by 5% (Previous year 5%) | 329.99 | 364.25 |

Maturity of outstanding contracts

The details in respect of the maturity of outstanding foreign exchange option contracts are given below:

(₹ In Crore)

| | As at 31 March 2022 | | As at 31 March 2021 | |
|---|------------------------------|---------------------|------------------------------|---------------------|
| | Notional In USD Mn (Sell) | MTM Gain/ (Loss) | Notional In USD Mn (Sell) | MTM Gain/ (Loss) |
| On export transactions: | | | | |
| Not later than three months | 331.50 | 23.05 | 339.50 | 43.61 |
| Later than three months and not later than six months | 331.50 | 24.94 | 349.50 | 38.61 |
| Later than six months and not later than one year | 663.00 | 32.54 | 680.00 | 39.17 |
| Later than one year and not later than two years | – | – | – | – |
| | 1,326.00 | 80.53 | 1,369.00 | 121.39 |
| On import transactions: NIL | | | | |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

33 Financial risk management (Contd.)**Impact of hedging activities**

(a) Disclosure of effects of hedge accounting on financial position:

Cash flow hedge foreign exchange risk 31 March 2022

(₹ In Crore)

| Particulars | Nominal value | Carrying amount of hedging instrument | Hedge ratio* | Changes in fair value of hedging instrument | Change in the value of hedged item used as a basis for recognising hedge effectiveness |
|--------------------------|---------------|---------------------------------------|--------------|---|--|
| Foreign currency options | 10,050.09 | 72.60 | 1:1 | (126.38) | 126.38 |
| | 10,050.09 | 72.60 | | (126.38) | 126.38 |

Cash flow hedge foreign exchange risk 31 March 2021

(₹ In Crore)

| Particulars | Nominal value | Carrying amount of hedging instrument | Hedge ratio* | Changes in fair value of hedging instrument | Change in the value of hedged item used as a basis for recognising hedge effectiveness |
|--------------------------|---------------|---------------------------------------|--------------|---|--|
| Foreign currency options | 10,008.76 | 198.98 | 1:1 | 191.46 | (191.46) |
| | 10,008.76 | 198.98 | | 191.46 | (191.46) |

* The foreign exchange option contracts are denominated in the same currency as the highly probable future sales, therefore the hedge ratio is 1:1.

(b) Disclosure of effects of hedge accounting on financial performance

Cash flow hedge 31 March 2022

(₹ In Crore)

| Particulars | Change in the value of the hedging instrument recognised in other comprehensive income | Hedge ineffectiveness recognised in profit or loss | Amount reclassified from cash flow hedging reserve to profit or loss | Line item affected in the Statement of Profit and Loss because of the reclassification |
|---|--|--|--|--|
| Foreign exchange risk – Options contracts | (126.38) | – | 83.97 | Revenue |
| | (126.38) | – | 83.97 | |

Cash flow hedge foreign exchange risk 31 March 2021

(₹ In Crore)

| Particulars | Change in the value of the hedging instrument recognised in other comprehensive income | Hedge ineffectiveness recognised in profit or loss | Amount reclassified from cash flow hedging reserve to profit or loss | Line item affected in the Statement of Profit and Loss because of the reclassification |
|---|--|--|--|--|
| Foreign exchange risk – Options contracts | 191.46 | – | – | Revenue |
| | 191.46 | – | – | |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

33 Financial risk management (Contd.)

The Company enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, so a qualitative assessment of effectiveness is performed. During the years ended 31 March 2022 and 31 March 2021, the Company did not have any hedging instruments with terms which were not aligned with those of the hedged items.

Therefore, no ineffectiveness is recognised in the Statement of Profit and Loss during the years ended 31 March 2022 and 31 March 2021.

Movements in cash flow hedging reserve and costs of hedging reserve

| Derivative Instrument | (₹ In Crore) |
|--|---|
| | Foreign Currency Risk Foreign exchange options |
| (i) Cash flow hedging reserve | |
| Balance – As at 31 March 2020 | 5.63 |
| Add: Change in intrinsic value of foreign currency options | 191.46 |
| Less: Amount reclassified to profit or loss | – |
| Deferred tax relating to the above (net) | (48.19) |
| Balance – As at 31 March 2021 | 148.90 |
| Add: Change in intrinsic value of foreign currency options | (42.41) |
| Less: Amount reclassified to profit or loss | (83.97) |
| Deferred tax relating to the above (net) | 31.81 |
| Balance – As at 31 March 2022 | 54.33 |
| (ii) Costs of hedging reserve | |
| Balance – As at 31 March 2020 | (121.81) |
| Less: Change in time value of foreign currency options | 85.20 |
| Less: Amount reclassified to profit or loss | – |
| Deferred tax relating to the above (net) | (21.45) |
| Balance – As at 31 March 2021 | (58.06) |
| Add: Change in time value of foreign currency options | 86.61 |
| Less: Amount reclassified to profit or loss | (1.09) |
| Deferred tax relating to the above (net) | (21.53) |
| Balance – As at 31 March 2022 | 5.93 |

(ii) Other risks

The Company has deployed its surplus funds into various financial instruments including units of mutual funds, bonds, fixed maturity plans etc. The Company is exposed to price risk on such investments, which arises on account of movement in interest rates, liquidity and credit quality of underlying securities.

The Company has invested its surplus funds primarily in debt based mutual funds and fixed maturity plans. The value of investment in these mutual fund schemes is reflected though Net Asset Value (NAV) declared by the Asset Management Company on daily basis. The Company has not performed a sensitivity analysis on these mutual funds based on estimated fluctuations in their NAV as in management's opinion, such analysis would not display a correct picture.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

34 Capital management

a) Objectives, policies and processes of capital management

The Company is cash surplus and has no capital other than Equity. The Company is not exposed to any regulatory imposed capital requirements.

The cash surpluses are currently invested in income generating debt instruments (including through mutual funds) and money market instruments depending on economic conditions in line with the guidelines set out by the Management. Safety of capital is of prime importance to ensure availability of capital for operations. Investment objective is to provide safety and adequate return on the surplus funds.

The Company does not have any borrowings and does not borrow funds unless circumstances require.

| Particulars | (₹ In Crore) | |
|--|------------------|------------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Equity | 26,668.80 | 25,202.26 |
| Less: Tangible and other assets | 2,514.14 | 2,067.50 |
| Working capital | 335.90 | 503.81 |
| Investments in subsidiaries | 1,248.43 | 1,233.26 |
| Investments in debt and similar investments | 22,570.33 | 21,397.69 |

No changes were made in the objectives, policies and processes of capital management during the year.

b) Dividends distributed and proposed

| Particulars | (₹ In Crore) | |
|--|----------------|----------|
| | As at 31 March | |
| | 2022 | 2021 |
| Dividends recognised in the financial statements | | |
| Final dividend for the year ended 31 March 2021 of ₹ 140 (31 March 2020 - ₹ Nil) per equity share, declared and paid | 4,051.14 | – |
| Dividends not recognised at the end of the reporting period | | |
| Directors have recommended the payment of a final dividend of ₹ 140 per equity share (31 March 2021 – ₹ 140). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | 4,051.14 | 4,051.14 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

35 Contingent liabilities

| Particulars | (₹ In Crore) | |
|--|----------------------------|----------------------------|
| | As at 31 March | |
| | 2022 | 2021 |
| a. Claims against the Company not acknowledged as debts | 201.45 | 205.25 |
| b. Excise, Service tax and Customs matters under dispute | 340.72 | 363.38 |
| c. Income tax matters | 899.21 | 872.34 |
| d. Value Added Tax (VAT)/Sales Tax matters under dispute | 142.00 | 123.31 |
| e. Claims made by temporary workmen Pending before various judicial/appellate authorities in respect of similar matters adjudicated by the Supreme Court. The matter is contingent on the facts and evidence presented before the courts/ adjudicating authorities and not necessarily likely to be influenced by the Supreme Court's order | Liability unascertained | Liability unascertained |

In all the cases mentioned above, outflow is not probable and hence not provided by the Company.

36 Capital commitments

| Particulars | (₹ In Crore) | |
|--|----------------|--------|
| | As at 31 March | |
| | 2022 | 2021 |
| Capital commitments, net of capital advances | 589.55 | 102.93 |

37 Segment information

Segment information based on consolidated financial statements is given in note 37 to consolidated financial statements, which are attached to these financial statements.

The Company's Core Management Committee (CMC), examines the Group's performance both from a product and geographical perspective and has identified two reportable operative business segments. The Group's significant source of risk and rewards are derived from Automotive business and Investments, the performance of which is reviewed by the committee on a periodic basis and hence considered as individual operative segments.

The business segments comprise the following:

- i. Automotive
- ii. Investments
- iii. Others

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

38 Employee benefits

Liability for employee benefits has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Indian Accounting Standard 19 the details of which are as hereunder.

Funded schemes

Gratuity

The Company provides for gratuity payments to employees. The gratuity benefit payable to the employees of the Company is greater of the provisions of the Payment of Gratuity Act, 1972 and the Company's gratuity scheme. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The gratuity plan is a funded plan and the Company makes contributions to approved gratuity fund.

| Particulars | (₹ In Crore) | |
|--|----------------|----------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Amount recognised in Balance Sheet | | |
| Present value of funded defined benefit obligation (DBO) | 477.07 | 490.00 |
| Fair value of plan assets | (521.52) | (537.58) |
| Net funded obligation | (44.45) | (47.58) |
| Amount not recognised due to asset ceiling | 31.53 | 31.24 |
| Net defined benefit liability/(asset) recognised in Balance Sheet | (12.92) | (16.34) |
| Expense recognised in the Statement of Profit and Loss | | |
| Current service cost | 28.73 | 29.43 |
| Past service cost | – | (23.47) |
| Interest on net defined benefit liability/(asset) | (2.81) | (5.36) |
| Total expense charged to Statement of Profit and Loss | 25.92 | 0.60 |
| Amount recorded as Other Comprehensive Income | | |
| Opening amount recognised in OCI outside Statement of Profit and Loss | 71.95 | 88.17 |
| Remeasurements during the period due to | | |
| Changes in financial assumptions | (14.50) | – |
| Changes in demographic assumptions | (15.75) | – |
| Experience adjustments | 10.72 | (49.84) |
| Actual return on plan assets less interest on plan assets | 3.76 | 2.38 |
| Adjustment to recognise the effect of asset ceiling | (1.84) | 31.24 |
| Closing amount recognised in OCI outside Statement of Profit and Loss | 54.34 | 71.95 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

38 Employee benefits (Contd.)**Funded schemes** (Contd.)**Gratuity** (Contd.)

| Particulars | (₹ In Crore) | |
|--|----------------|----------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Reconciliation of net liability/(asset) | | |
| Opening net defined benefit liability/(asset) | (16.34) | 77.94 |
| Expense charged to Statement of Profit and Loss | 25.92 | 0.60 |
| Amount recognised outside Statement of Profit and Loss | (17.61) | (16.22) |
| Employer contributions (Previous year includes ex-gratia payout of ₹ 76.44 crore from the Company) | (4.89) | (78.66) |
| Closing net defined benefit liability/(asset) | (12.92) | (16.34) |

| Particulars | (₹ In Crore) | |
|--|----------------|---------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Movement in benefit obligation | | |
| Opening of defined benefit obligation | 490.00 | 631.88 |
| Current service cost | 28.73 | 29.43 |
| Past service cost | – | (23.47) |
| Interest on defined benefit obligation | 30.25 | 31.59 |
| Remeasurements due to: | | |
| Actuarial loss/(gain) arising from change in financial assumptions | (14.50) | – |
| Actuarial loss/(gain) arising from change in demographic assumptions | (15.75) | – |
| Actuarial loss/(gain) arising on account of experience changes | 10.72 | (49.84) |
| Benefits paid (Previous year includes ex-gratia payout of ₹ 76.44 crore) | (52.38) | (129.59) |
| Closing of defined benefit obligation | 477.07 | 490.00 |

| Particulars | (₹ In Crore) | |
|--|----------------|---------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Movement in plan assets | | |
| Opening fair value of plan assets | 537.58 | 553.94 |
| Employer contributions (Previous year includes ex-gratia payout of ₹ 76.44 crore from the Company) | 4.89 | 78.66 |
| Interest on plan assets | 35.18 | 36.95 |
| Remeasurements due to: | | |
| Actual return on plan assets less interest on plan assets | (3.75) | (2.38) |
| Benefits paid (Previous year includes ex-gratia payout of ₹ 76.44 crore from the Company) | (52.38) | (129.59) |
| Closing fair value of plan assets | 521.52 | 537.58 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

38 Employee benefits (Contd.)

Funded schemes (Contd.)

Gratuity (Contd.)

| Particulars | (₹ In Crore) | |
|---------------------------------|----------------|--------|
| | As at 31 March | |
| | 2022 | 2021 |
| Disaggregation of assets | | |
| Category of assets | | |
| Insurer managed funds. | 521.52 | 537.58 |
| Others | - | - |
| | 521.52 | 537.58 |

Sensitivity Analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarises the impact in percentage terms on the reported defined benefit obligation (DBO) at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | |
|-------------------------------------|---------------------|------------------------|---------------------|------------------------|
| | Discount rate | Salary escalation rate | Discount rate | Salary escalation rate |
| Senior staff | | | | |
| Impact of increase in 50 bps on DBO | (3.25%) | (3.34%) | (3.28%) | 3.36% |
| Impact of decrease in 50 bps on DBO | (3.44%) | (3.18%) | 3.48% | (3.20%) |
| Junior staff | | | | |
| Impact of increase in 50 bps on DBO | (3.10%) | (3.26%) | (4.12%) | 4.36% |
| Impact of decrease in 50 bps on DBO | (3.36%) | (3.04%) | 4.52% | (4.02%) |

These sensitivities have been calculated to show the movement in defined benefit obligation (DBO) in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

Funding arrangement and policy

The money contributed by the Company to the fund to finance the liabilities of the plan has to be invested.

The trustees of the plan have outsourced the investment management of the fund to insurance companies. The insurance companies in turn manage these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations.

There is no compulsion on the part of the Company to fully pre fund the liability of the Plan. The Company's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of under funding of the plan.

The expected contribution payable to the plan next year is ₹ 50 crore.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

38 Employee benefits (Contd.)

Funded schemes (Contd.)

Gratuity (Contd.)

Projected plan cash flow

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan:

| Particulars | (₹ In Crore) | | | | |
|----------------------|---------------------|------------------------|-----------------------|-----------------|--------|
| | Less than a year | Between 1 - 2 years | Between 3 -5 years | Over 5 years | Total |
| 31 March 2022 | | | | | |
| Senior staff | 27.19 | 12.75 | 62.91 | 196.87 | 299.72 |
| Junior staff | 83.76 | 47.65 | 108.62 | 382.06 | 622.09 |
| 31 March 2021 | | | | | |
| Senior staff | 25.52 | 11.80 | 33.37 | 203.24 | 273.93 |
| Junior staff | 64.79 | 41.61 | 110.94 | 547.74 | 765.08 |

| Weighted average duration of defined benefit obligation (in years) | As at 31 March | |
|--|----------------|------|
| | 2022 | 2021 |
| Senior Staff | 6.68 | 6.75 |
| Junior Staff | 6.45 | 8.62 |

| Principal Actuarial Assumptions (Expressed as Weighted Averages) | As at 31 March | |
|--|----------------|--------|
| | 2022 | 2021 |
| Discount rate (p.a.) | 7.25% | 6.80% |
| Salary escalation rate (p.a.) - senior staff | 10.00% | 10.00% |
| Salary escalation rate (p.a.) - junior staff | 10.00% | 10.00% |

The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

38 Employee benefits (Contd.)**Funded schemes** (Contd.)**Provident Fund**

| Particulars | (₹ In Crore) | |
|--|-----------------|-----------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Amount recognised in Balance Sheet | | |
| Present value of funded defined benefit obligation | 1,385.12 | 1,444.48 |
| Fair Value of plan assets | (1,451.09) | (1,444.48) |
| Net funded obligation | (65.97) | - |
| Amount not recognised due to asset ceiling | 65.97 | - |
| Net defined benefit liability/(asset) recognised in Balance Sheet | - | - |
| Expense recognised in the Statement of Profit and Loss | | |
| Current service cost | 39.75 | 37.31 |
| Administration expenses | - | - |
| Interest on net defined benefit liability/(asset) | - | - |
| (Gains)/losses on settlement | - | - |
| Total expenses charged to Statement of Profit and Loss | 39.75 | 37.31 |
| Amount recorded as Other Comprehensive Income | | |
| Opening amount recognised in OCI outside Statement of Profit and Loss | - | - |
| Remeasurements during the period due to | | |
| Changes in financial assumptions | - | - |
| Changes in demographic assumptions | - | - |
| Experience adjustments | (100.29) | 17.96 |
| Actual return on plan assets less interest on plan assets | 34.32 | (17.96) |
| Adjustment to recognise the effect of asset ceiling | 65.97 | - |
| Closing amount recognised in OCI outside Statement of Profit and Loss | - | - |
| Reconciliation of net liability/(asset) | | |
| Opening net defined benefit liability/(asset) | - | - |
| Expense charged to Statement of Profit and Loss | 39.75 | 37.31 |
| Amount recognised outside Statement of Profit and Loss | - | - |
| Employer contributions | (39.75) | (37.31) |
| Closing net defined benefit liability/(asset) | - | - |
| Movement in benefit obligation | | |
| Opening of defined benefit obligation | 1,444.48 | 1,363.48 |
| Current service cost | 39.75 | 37.31 |
| Interest on defined benefit obligation | 96.34 | 90.60 |
| Remeasurements due to: | | |
| Actuarial loss/(gain) arising on account of experience adjustments | (100.29) | 17.96 |
| Employee contributions | 76.06 | 73.29 |
| Benefits paid | (173.35) | (136.87) |
| Liabilities assumed/(settled) | 2.13 | (1.29) |
| Closing defined benefit obligation | 1,385.12 | 1,444.48 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

38 Employee benefits (Contd.)**Funded schemes** (Contd.)**Provident Fund** (Contd.)

| Particulars | (₹ In Crore) | |
|---|-----------------|-----------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Movement in plan assets | | |
| Opening fair value of plan assets | 1,444.48 | 1,363.48 |
| Interest on plan assets | 96.34 | 90.60 |
| Remeasurements due to: | | |
| Actual return on plan assets less interest on plan assets | (34.32) | 17.96 |
| Employer contributions during the period | 39.75 | 37.31 |
| Employee contributions during the period | 76.06 | 73.29 |
| Benefits paid | (173.35) | (136.87) |
| Assets acquired/(settled) | 2.13 | (1.29) |
| Closing fair value of plan assets | 1,451.09 | 1,444.48 |

| Disaggregation of assets | (₹ In Crore) | |
|---------------------------------|----------------|-----------------|
| | As at 31 March | |
| | 2022 | |
| Quoted | | |
| Property | | – |
| Government debt instruments | | 1,170.51 |
| Other debt instruments | | 267.24 |
| Entity's own equity instruments | | – |
| Insurer managed funds | | – |
| Others | | 13.34 |
| | | 1,451.09 |

| Key actuarial assumptions | As at 31 March | |
|---|----------------|-------|
| | 2022 | 2021 |
| Discount rate (p.a.) | 7.25% | 6.80% |
| Future derived return on assets (p.a.) | 10.02% | 8.67% |
| Discount rate for the remaining term to maturity of the investment (p.a.) | 6.55% | 6.25% |
| Average historic yield on the investment (p.a.) | 9.32% | 8.12% |
| Guaranteed rate of return (p.a.) | 8.10% | 8.00% |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

38 Employee benefits (Contd.)**Unfunded schemes**

(₹ In Crore)

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | |
|--|----------------------|----------------|----------------------|----------------|
| | Compensated Absences | Welfare Scheme | Compensated Absences | Welfare Scheme |
| Present value of unfunded obligations | 127.56 | 1.86 | 129.66 | 2.65 |
| Expense recognised in the Statement of Profit and Loss | 12.81 | 0.21 | 15.16 | 0.28 |
| Amount recorded as Other Comprehensive Income | | (0.33) | | (0.11) |
| Discount rate (p.a.) | 7.25% | 7.25% | 6.80% | 6.80% |
| Salary escalation rate (p.a.) - senior staff | 10.00% | N.A. | 10.00% | N.A. |
| Salary escalation rate (p.a.) - junior staff | 10.00% | N.A. | 10.00% | N.A. |

Compensated absences

The compensated absences cover the Company's liability for casual and earned leave.

Entire amount of the provision is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

(₹ In Crore)

| Particulars | As at 31 March | |
|---|----------------|--------|
| | 2022 | 2021 |
| Compensated absences expected to be settled after twelve months | 101.09 | 108.22 |

(₹ In Crore)

| Particulars | As at 31 March | |
|--|----------------|--------------|
| | 2022 | 2021 |
| Amount recognised in the Statement of Profit and Loss | | |
| Defined contribution plans: | | |
| Superannuation paid to trust | 8.25 | 8.23 |
| Pension fund paid to Government authorities | 13.09 | 13.33 |
| Others | 4.72 | 1.80 |
| Defined benefit plans: | | |
| Gratuity | 25.92 | 0.60 |
| Provident fund paid to trust | 39.75 | 37.31 |
| Others | 0.30 | 0.05 |
| | 92.03 | 61.32 |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

39 Disclosure of transactions with related parties as required by the Indian Accounting Standard 24

| | | (₹ In Crore) | | | |
|---|--|-------------------|--|-------------------|--|
| | | 2021-22 | | 2020-21 | |
| Name of related party and Nature of relationship | Nature of transaction | Transaction value | Outstanding amounts carried in the Balance Sheet | Transaction value | Outstanding amounts carried in the Balance Sheet |
| A Subsidiaries: | | | | | |
| PT. Bajaj Auto Indonesia (99.25% shares held by Bajaj Auto Ltd.) | Contribution to equity (411,875 shares of USD 3 each) | - | 6.17 | - | 6.17 |
| | Provision for diminution in value of investment | - | (2.17) | - | (2.17) |
| | Services received | - | - | 1.35 | - |
| Bajaj Auto International Holdings BV Amsterdam Netherlands (Fully owned subsidiary) | Contribution to equity (1,980,000 shares of Euro 100 each) | - | 1,218.72 | - | 1,218.72 |
| Bajaj Auto (Thailand) Ltd. (Fully owned subsidiary) | Contribution to equity (449,997 shares of THB 100 each) | - | 10.54 | - | 10.54 |
| | Services received | 8.82 | - | - | - |
| Chetak Technology Ltd. (Fully owned subsidiary) | Contribution to equity (5,000,000 shares of ₹ 10 each) | 5.00 | 5.00 | - | - |
| | Reimbursement of expenses | 3.84 | - | - | - |
| Bajaj Auto Consumer Finance Ltd. (Fully owned subsidiary) | Contribution to equity (5,000,000 shares of ₹ 10 each) | 5.00 | 5.00 | - | - |
| | Reimbursement of expenses | 1.72 | - | - | - |
| | Business support service rendered | 0.81 | - | - | - |
| Bajaj Auto Spain S.L. | Contribution to equity (6,000 shares of Euro 100 each) | 5.17 | 5.17 | - | - |
| B Associates, joint ventures and investing parties: | | | | | |
| Bajaj Holdings & Investment Ltd. (Investing party - holds 33.43% shares of Bajaj Auto Ltd.) | Investment in shares by BHIL (96,727,050 shares of ₹ 10 each) | - | (96.73) | - | (96.73) |
| | Purchase of shares by BAL (3,500,000 shares of ₹ 10 each) | - | 1,111.49 | - | 1,111.49 |
| | Dividend paid | 1,354.18 | - | - | - |
| | Dividend received | 45.50 | - | - | - |
| | Business support service received | 44.62 | - | 42.27 | - |
| | Business support service rendered | 0.11 | - | 0.04 | - |
| C Key management personnel and their relatives: | | | | | |
| Rahul Bajaj (Chairman Emiratus) | Sitting fees | 0.01 | - | 0.07 | - |
| | Commission | 0.03 | (0.03) | 4.68 | (4.68) |
| | Special commission | 2.25 | - | - | - |
| | Perquisite value for use of accommodation, car, medical costs etc. | - | - | 1.07 | - |
| | Rent paid for premises | 0.25 | - | 0.26 | - |
| | Deposit paid against premises taken on lease | - | 3.60 | - | 3.60 |
| Rajiv Bajaj (Managing Director) | Short-term employee benefits (including Commission) | 42.69 | (27.52) | 37.92 | (25.02) |
| | Post-employment benefits | 2.92 | - | 2.65 | - |
| | Rent paid for premises | 2.21 | - | 2.08 | - |
| | Deposit paid against premises taken on lease | - | 1.92 | - | 1.92 |
| Pradeep Shrivastava (Executive Director) | Short-term employee benefits | 8.74 | - | 7.71 | - |
| | Post-employment benefits | 0.69 | - | 0.61 | - |
| | Fair value of stock options granted | 0.94 | - | - | - |
| Rakesh Sharma (Executive Director) | Short-term employee benefits | 9.73 | - | 7.66 | - |
| | Post-employment benefits | 0.57 | - | 0.49 | - |
| | Equity shares issued pursuant to stock option scheme | 2.40 | - | - | - |
| | Fair value of stock options granted | 0.84 | - | - | - |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

39 Disclosure of transactions with related parties as required by the Indian Accounting Standard 24 (Contd.)

| | | (₹ In Crore) | | | |
|--|--|-------------------|--|-------------------|--|
| Name of related party and Nature of relationship | Nature of transaction | 2021-22 | | 2020-21 | |
| | | Transaction value | Outstanding amounts carried in the Balance Sheet | Transaction value | Outstanding amounts carried in the Balance Sheet |
| Madhur Bajaj (Vice Chairman) | Rent paid for premises | 0.31 | - | 0.30 | - |
| | Deposit paid against premises taken on lease | - | 4.40 | - | 4.40 |
| | Sitting fees | 0.05 | - | 0.05 | - |
| | Commission | 0.13 | (0.13) | 0.13 | (0.13) |
| Sanjiv Bajaj | Sitting fees | 0.05 | - | 0.05 | - |
| | Commission | 0.13 | (0.13) | 0.13 | (0.13) |
| Shekhar Bajaj | Sitting fees | 0.05 | - | 0.05 | - |
| | Commission | 0.13 | (0.13) | 0.13 | (0.13) |
| Niraj Bajaj (Chairman) | Sitting Fees | 0.08 | - | 0.05 | - |
| | Commission | 0.20 | (0.20) | 0.13 | (0.13) |
| Rishabhayan Bajaj (Management Trainee) | Short-term employee benefits | 0.10 | - | - | - |
| | Post-employment benefits | 0.00 | - | - | - |
| D Other entities/persons: | | | | | |
| Bajaj Finserv Ltd. | Purchase of windpower | 6.81 | - | 11.40 | - |
| | OA charges reimbursement | 5.20 | - | 8.14 | - |
| | Business support service rendered | 0.40 | - | 0.47 | - |
| Bajaj Finance Ltd. | Investment in shares by BFL (150 shares of ₹ 10 each) - ₹ 1,500 | - | (0.00) | - | (0.00) |
| | Service rendered | 28.27 | (0.07) | 21.48 | 1.29 |
| | Service received | 11.63 | - | 1.93 | - |
| | Security deposit received | - | (0.21) | - | (0.21) |
| | Investment in fixed deposit | - | - | - | 100.00 |
| | Investment in secured non convertible debentures | 500.00 | 500.00 | - | - |
| | Interest income/(reversal) on fixed deposit | 0.87 | - | 8.02 | 11.17 |
| | Interest income/(reversal) on secured non convertible debentures | 22.55 | 22.55 | - | - |
| Bajaj Allianz General Insurance Co. Ltd. | Dividend paid | 0.00 | - | - | - |
| | Insurance premiums paid | 18.42 | 11.32 | 15.41 | 8.81 |
| Bajaj Allianz Life Insurance Co. Ltd. | Claims received/receivable | 26.80 | 14.30 | - | - |
| | Insurance premiums paid | 4.29 | 0.03 | 1.17 | (0.00) |
| | Investment in shares by BALIC (125,000 shares of ₹ 10 each) | - | (0.13) | - | (0.13) |
| Bajaj Housing Finance Ltd. | Dividend paid | 1.75 | - | - | - |
| | Services rendered | 0.06 | - | 0.05 | - |
| Bajaj Electricals Ltd. | Security deposit received | 0.00 | (0.03) | - | (0.02) |
| | Purchases (including services received) | 0.02 | (0.11) | 0.04 | (0.14) |
| Hind Musafir Agency Ltd. | Services received | 2.16 | (0.24) | 1.33 | 0.29 |
| Hindustan Housing Co. Ltd. | Maintenance charges paid | 0.31 | 0.02 | 0.23 | 0.04 |
| KTM AG | Sale of vehicles and material | 671.58 | 29.08 | 553.80 | 53.35 |
| | Services rendered and other debits | 3.14 | - | - | - |
| KTM Sportmotorcycle GmbH | Sale of vehicles and material | 844.66 | 20.53 | 723.86 | 47.29 |
| | Royalty paid and payable | 24.27 | (5.78) | 22.68 | (6.67) |
| | Services rendered and other debits | 7.66 | - | 0.29 | - |
| | Purchase of accessories, merchant purchase and other credits | 0.52 | - | 4.77 | - |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

39 Disclosure of transactions with related parties as required by the Indian Accounting Standard 24 (Contd.)

(₹ In Crore)

| Name of related party and Nature of relationship | Nature of transaction | 2021-22 | | 2020-21 | |
|--|---|-------------------|--|-------------------|--|
| | | Transaction value | Outstanding amounts carried in the Balance Sheet | Transaction value | Outstanding amounts carried in the Balance Sheet |
| KTM Southeast Europe A.E. | Sale of vehicles and material | 1.15 | (0.40) | 0.13 | (0.91) |
| KTM Southeast Europe S.A. | Sale of vehicles and material | - | 0.39 | - | 0.41 |
| KTM Sportmotorcycle India Pvt. Ltd. | Royalty paid and payable | 6.18 | (1.12) | 5.92 | (1.58) |
| | Services rendered and other debits | 3.07 | - | 2.57 | - |
| Husqvarna Motorcycles GmbH | Sale of vehicles and material | 317.83 | 21.32 | 154.43 | 15.18 |
| | Royalty paid and payable | 0.43 | (0.13) | 1.43 | (0.33) |
| | Services rendered and other debits | 0.04 | - | 0.01 | - |
| Maharashtra Scooters Ltd. | Investment in shares by MSL (6,964,277 shares of ₹ 10 each) | - | (6.96) | - | (6.77) |
| | Dividend paid | 94.84 | - | - | - |
| | Purchases | 5.92 | - | 1.91 | - |
| | Sales (including capital asset) | 0.01 | - | 0.05 | - |
| | Services rendered | 0.10 | (5.70) | 0.09 | 0.31 |
| CERG Advisory Pvt. Ltd. | Services received | 0.05 | - | 0.12 | - |
| Bajaj Auto Employees Group Gratuity Fund | Gratuity contribution | 4.00 | - | 1.27 | - |
| Bajaj Auto Senior Staff Group Gratuity Fund | Gratuity contribution | 1.00 | - | 1.00 | - |
| Bajaj Auto Employees Superannuation Fund | Superannuation contribution | 8.25 | - | 8.23 | - |
| Bajaj Auto Ltd. Provident Fund | Provident fund contribution (Employer's share) | 39.94 | (10.88) | 37.29 | (10.33) |
| D J Balaji Rao | Sitting fees | 0.16 | - | 0.16 | - |
| | Commission | 0.40 | (0.40) | 0.40 | (0.40) |
| Dr. Gita Piramal | Sitting fees | 0.11 | - | 0.13 | - |
| | Commission | 0.28 | (0.28) | 0.33 | (0.33) |
| Naushad D Forbes | Sitting fees | 0.13 | - | 0.11 | - |
| | Commission | 0.33 | (0.33) | 0.28 | (0.28) |
| Omkar Goswami | Sitting fees | 0.01 | - | 0.06 | - |
| | Commission | 0.03 | (0.03) | 0.15 | (0.15) |
| Anami N. Roy | Sitting fees | 0.12 | - | 0.12 | - |
| | Commission | 0.30 | (0.30) | 0.30 | (0.30) |
| Pradip Shah | Sitting fees | 0.04 | - | 0.05 | - |
| | Commission | 0.10 | (0.10) | 0.13 | (0.13) |
| Ms. Lila Poonawala | Sitting fees | 0.05 | - | 0.05 | - |
| | Commission | 0.13 | (0.13) | 0.13 | (0.13) |
| Abhinav Bindra | Sitting fees | 0.05 | - | 0.04 | - |
| | Commission | 0.13 | (0.13) | 0.10 | (0.10) |

Name of the related party and nature of the related party relationship where control exists have been disclosed irrespective of whether or not there have been transactions between the related parties. In other cases, disclosure has been made only when there have been transactions with those parties.

Related parties as defined under clause 9 of the Indian Accounting Standard - 24 'Related Party Disclosures' have been identified based on representations made by key managerial personnel and information available with the Company.

All above transactions are in the ordinary course of business and on arms' length basis. All outstanding balances are unsecured and are repayable in cash.

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

40 Lease

As a lessor

The Company has given premises on operating leases. These lease arrangements range for a period between eleven months to ten years and include both cancellable and non cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

The total future minimum lease rentals receivable at the Balance Sheet date is as under:

| Particulars | (₹ In Crore) | |
|---|----------------|--------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Receivable | | |
| Within one year | 22.02 | 20.97 |
| After one year but not more than five years | 49.43 | 43.81 |
| More than five years | 0.26 | 0.92 |
| | 71.71 | 65.70 |

41 Expenditure incurred on Research and Development

| Particulars | (₹ In Crore) | |
|--|-----------------------------|---------------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| a. Revenue expenditure - charged to Statement of Profit and Loss | 446.73 | 403.33 |
| b. Revenue expenditure - capitalised | - | 0.78 |
| c. Capital expenditure - excluding building | 42.06 | 20.36 |
| d. Capital expenditure - building | - | - |
| | 488.79 | 424.47 |

42 Ratios

| Particulars | Remarks | Numerator | Denominator | As at/For the year ended 31 March | |
|--------------------------------------|--|---------------------------------------|------------------------|-----------------------------------|-------|
| | | | | 2022 | 2021 |
| (a) Current ratio | | Current assets | Current liabilities | 2.13 | 2.51 |
| (b) Debt equity ratio | Not applicable | | | | |
| (c) Debt service coverage ratio | Not applicable | | | | |
| (d) Return on equity ratio | | Profit after tax | Avg. net worth | 19.4% | 20.2% |
| (e) Inventory turnover ratio | | Material cost | Avg. inventory | 17.86 | 15.34 |
| (f) Trade receivables turnover ratio | | Revenue from contracts with customers | Avg. trade receivables | 15.18 | 12.22 |
| (g) Trade payables turnover ratio | Change is due to increase in material cost | Purchases | Trade payables | 7.22 | 4.72 |
| (h) Net capital turnover ratio | | Total income | Avg. working capital | 4.97 | 5.34 |
| (i) Net profit ratio | | Profit after tax | Total income | 14.6% | 15.7% |
| (j) Return on capital employed | | Profit before tax | Avg. capital employed | 24.5% | 25.6% |
| (k) Return on investments | | Profit before tax | Avg. net worth | 25.1% | 26.3% |

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

43 Share based payments (Employee stock option plans)

The Board of Directors at its meeting held on 30 January 2019, approved an Employee Stock Options Scheme ('ESOS'). Pursuant to the scheme stock options up to a maximum of 0.17% of the then issued equity capital of the Company aggregating to 5,000,000 equity shares of the face value of ₹ 10 each can be issued in a manner provided in the SEBI (Share Based Employee Benefits) Regulations, 2014 as amended. The shareholders of the Company vide their special resolution passed through postal ballot on 11 March 2019 approved the issue of equity shares of the Company under one or more Employee Stock Option Scheme(s).

The Nomination and Remuneration Committee of the Company has approved the following grants to select senior level executives of the Company in accordance with the Stock Option Scheme. The details of grants made as of 31 March 2022 are given in below tables:

| Particulars | 31 March 2022 | |
|---------------------------------|---------------|---------------|
| Grant date | 17 May 2019 | 29 April 2021 |
| No. of options granted | 287,636 | 277,116 |
| Exercise price (₹) | 2,942.65 | 3,889.75 |
| Weighted average fair value (₹) | 827.52 | 1,091.44 |

| Total for all grants | No. of options | Range of fair value (₹) | Weighted average fair value (₹) | Weighted average remaining contractual life (years) |
|---|----------------|-------------------------|---------------------------------|---|
| Outstanding at the beginning of the year | 262,291 | 663.31 - 974.15 | 827.52 | 5.63 |
| Granted during the year | 277,116 | 859.10 - 1132.99 | 1,091.44 | 6.12 |
| Cancelled during the year | 28,637 | 663.31 - 1132.99 | 1,028.29 | NA |
| Expired during the year | - | - | - | NA |
| Exercised during the year | 40,784 | 663.31 - 974.15 | 738.75 | NA |
| Outstanding at the end of the year | 469,986 | 663.31 - 1132.99 | 981.63 | 5.79 |
| Vested and exercisable at the end of the year | 86,694 | 663.31 - 1132.99 | 731.83 | 3.67 |

Method used for accounting for share based payment plan:

The Company has used the fair value method to account for the compensation cost of stock options to employees. The fair value of options used are estimated on the date of grant using the Black Scholes model. The key assumptions used in Black Scholes model for calculating fair value as on the date of grants are:

| Grant date | Risk Free interest rate | Expected life | Expected volatility | Dividend yield | Price of the underlying share in the market at the time of the option grant (₹) |
|---------------|-------------------------|-----------------|---------------------|----------------|---|
| 17 May 2019 | 6.88% to 7.26% | 3.51-6.51 years | 22.18% to 23.79% | 2.04% | 2,942.65 |
| 29 April 2021 | 5.18% to 6.08% | 3.51-6.51 years | 29.35% to 26.65% | 2.06% | 3,889.75 |

For the year ended 31 March 2022, the Company has accounted expense of ₹ 15.36 crore as employee benefit expenses (See note 25) on the aforesaid employee stock option plan (Previous year ₹ 6.90 crore). The balance in employee stock option outstanding account is ₹ 32.27 crore as of 31 March 2022 (Previous year ₹ 16.91 crore).

Notes to standalone financial statements for the year ended 31 March 2022 (Contd.)

44 Estimation of uncertainties relating to COVID-19

The Company has considered the possible effects that may result from the global health pandemic relating to COVID-19 on its operations. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal sources of information and market based intelligence to arrive at its estimates.

45 MSME disclosure

Considering the Company has been extended credit period upto 45 days by its vendors and payments being released on a timely basis, there is no liability towards interest on delayed payments under 'The Micro, Small and Medium Enterprises Development Act 2006' during the year. There is also no amount of outstanding interest in this regard, brought forward from previous years. Information in this regard is on basis of intimation received, on requests made by the Company, with regards to registration of vendors under the said Act.

46 Miscellaneous

- a. There have been no events after the reporting date that require disclosure in these financial statements.
- b. Amounts less than ₹ 50,000 have been shown at actual against respective line items statutorily required to be disclosed.
- c. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- d. The Company has performed the assessment to identify transactions with struck off companies as at 31 March 2022 and identified one company with which the transaction value is below rounding off norms adopted by the Company (refund of deposit).
- e. The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- f. The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person.
- g. No funds have been advanced or loaned or invested either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other person or entity, including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- h. No funds have been received by the Company from any person or entity, including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

As per our report of even date

On behalf of the Board of Directors

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

Niraj Bajaj
Chairman

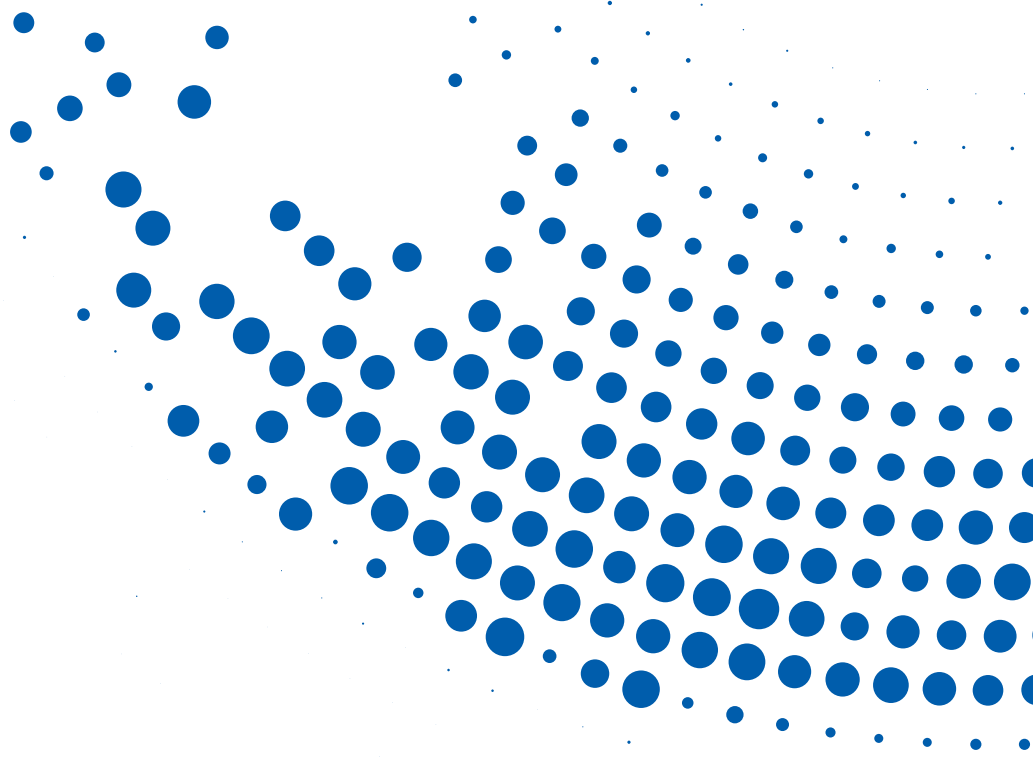
per Arvind Sethi
Partner
Membership Number: 089802
Pune: 27 April 2022

Dinesh Thapar
Chief Financial Officer

Rajiv Bajaj
Managing Director

Dr. J Sridhar
Company Secretary

Madhur Bajaj
Vice Chairman



CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditors' Report on the Consolidated Financial Statements

To the Members of **Bajaj Auto Ltd.**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Bajaj Auto Ltd. (hereinafter referred to as the 'Holding Company'), its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group') and its associate comprising the consolidated Balance sheet as at 31 March 2022, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the 'consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2022, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditors' responsibilities for the audit of the consolidated financial statements' section of our report. We are independent of the Group, in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended 31 March 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditors' responsibilities for the audit of the consolidated financial statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters

How our audit addressed the key audit matter

(a) Accounting for income from government grants (as described in Note 29 of the consolidated financial statements)

The Holding Company is entitled to an Industrial Promotion Subsidy, an incentive, amounting to ₹ 533.50 crore under a Package Scheme of Incentives of the Government of Maharashtra based on the eligible capital investments made from 1 April 2012 to 31 March 2017. Validity period to claim incentive under the Scheme is from 1 April 2015 to 31 March 2024.

The Holding Company has recognized the incentive ('Grant income') amounting to ₹ 30.50 crore for the year 2021-22 in Other Operating Income and ₹ 315.28 crore for years 2015-16 to 2020-21 as exceptional item in the Statement of Profit and Loss. This transaction had a significant effect on the consolidated financial statements for the year and hence is considered as Key audit matter.

Our audit procedures included the following:

- Obtained and read the eligibility certificate received by the Holding Company from the Directorate of Industries, the Government of Maharashtra.
- Read the terms and conditions of the scheme issued by the Government of Maharashtra and the compliance to those conditions.
- Obtained and tested the computation of Grant income prepared by Management.
- Assessed and tested the compliance in relation to recognition of income in accordance with Ind AS.
- Assessed the disclosures in the consolidated financial statements for compliance with relevant standards.
- Obtained Management representation in regard to the recognition and disclosures in respect of the Grant income.

Independent Auditors' Report on the Consolidated Financial Statements (Contd.)

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| <p>(b) Gain on investments in associate of a subsidiary due to restructuring (as described in Note 29 of the consolidated financial statements)</p> <p>Bajaj Auto International Holding BV (BAIH BV), a 100% subsidiary of the Holding Company, held 47.99% stake in KTM AG. During the current year, BAIH BV swapped 46.50% stake in KTM AG for 49.90% stake in Pierer Bajaj AG. The resultant gain in fair value ₹ 501.23 crore was recorded as an exceptional item in consolidated financial statements.</p> <p>Pursuant to the buyback offer by KTM AG on 5 November 2021, BAIH BV tendered remaining 1.49% shares in KTM AG for a consideration of ₹ 249.33 crore and resulting gain of ₹ 74.90 crore was recognised as Other income in the consolidated financial statement.</p> <p>This transaction had a significant effect on the consolidated financial statements for the year and hence is considered as Key audit matter.</p> | <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Read the relevant agreements to understand the terms of the transaction. • Verified the accounting treatment to be in compliance with Ind AS. • Assessed the disclosures in the consolidated financial statements for compliance with relevant standards. • Obtained Management representation in regard to accounting and disclosure relating to the transaction. |

We have determined that there are no other key audit matters to communicate in our report.

Other information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Chairman's Letter, Management Discussion and Analysis, Corporate Governance and Directors' Report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its associate and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Group and its associate or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associate are also responsible for overseeing the financial reporting process of the Group and of its associate.

Independent Auditors' Report on the Consolidated Financial Statements (Contd.)

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended 31 March 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Independent Auditors' Report on the Consolidated Financial Statements (Contd.)

Other matter

- (a) We did not audit the financial statements and other financial information, in respect of four subsidiaries, whose financial statements include total assets of ₹ 16.92 crore as at 31 March 2022, and total revenues of ₹ 8.37 crore and net cash inflows of ₹ 9.74 crore for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditors' reports have been furnished to us by the management. The consolidated financial statements also include the Group's share of net profit of ₹ 579.53 crore for the year ended 31 March 2022, as considered in the consolidated financial statements, in respect of an associate, whose financial statements, other financial information have been audited by other auditor and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and associate, and our report in terms of sub-sections (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the reports of such other auditors.

The subsidiaries and associate located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries and associate located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries and associate located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditors' Report) Order, 2020 (the 'Order' or 'CARO'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies incorporated in India, there are no matters which require reporting as specified in paragraph 3(xxi) of the Order. The Holding Company did not have any associate company incorporated in India and did not exercise joint control over any entity incorporated in India.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associate as noted in the 'other matter' we report, to the extent applicable, that:
 - (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under section 139 of the Act, of its subsidiary companies in India, none of the directors of the Group's companies, incorporated in India, is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act. The Holding Company did not have any associate company incorporated in India and did not exercise joint control over any entity incorporated in India.

Independent Auditors' Report on the Consolidated Financial Statements (Contd.)

- (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company its subsidiary companies incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in Annexure 1 to this report. The Holding Company did not have any associate company incorporated in India and did not exercise joint control over any entity incorporated in India;
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries incorporated in India, the managerial remuneration for the year ended 31 March 2022 has been paid/provided by the Holding Company, its subsidiaries incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act. The Holding Company did not have any associate company incorporated in India and did not exercise joint control over any entity incorporated in India;
- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and associate as noted in the 'Other matter' paragraph:
- i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate, in its consolidated financial statements – Refer note 34 to the consolidated financial statements;
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer note 34 to the consolidated financial statements in respect of such items as it relates to the Group and its associate;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India during the year ended 31 March 2022. The Holding Company did not have any associate company incorporated in India and did not exercise joint control over any entity incorporated in India.
 - iv.
 - a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested either from borrowed funds or share premium or any other sources or kind of funds by the Holding Company or any of such subsidiaries to or in any other person or entity, including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the respective Holding Company or any of such subsidiaries from any person or entity, including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement. The Holding Company did not have any associate company incorporated in India and did not exercise joint control over any entity incorporated in India.

Independent Auditors' Report on the Consolidated Financial Statements (Contd.)

- v) The final dividend proposed by the Board of directors of the Holding Company for the year ended 31 March 2021 and paid during the current year by the Holding Company is in compliance with section 123 of the Act.

As stated in note 34 to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year ended 31 March 2022, which is subject to the approval of the members of the Holding Company the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act to the extent applicable. There is no dividend declared or paid during the year by the subsidiary companies incorporated in India. The Holding Company did not have any associate company incorporated in India and did not exercise joint control over any entity incorporated in India.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Arvind Sethi
Partner
Membership Number: 089802
UDIN: 22089802AHWJUA8165
Pune: 27 April 2022

Annexure 1 to Independent Auditors' Report

Referred to in paragraph 2(f) under the heading 'Report on other legal and regulatory requirements' of our report of even date to the members of Bajaj Auto Ltd.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Act')

In conjunction with our audit of the consolidated financial statements of Bajaj Auto Ltd. (hereinafter referred to as the 'Holding Company') as of and for the year ended 31 March 2022, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), which are companies incorporated in India, as of that date.

Management's Responsibility for internal financial controls

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of internal financial controls with reference to consolidated financial statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Annexure 1 to Independent Auditors' Report (Contd.)

Inherent limitations of internal financial controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to one subsidiary, which is incorporated in India, is based on the corresponding reports of the auditors of such subsidiary. The Holding Company did not have any associate company incorporated in India and did not exercise joint control over any entity incorporated in India.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Arvind Sethi
Partner
Membership Number: 089802
UDIN: 22089802AHWJUA8165
Pune: 27 April 2022

Consolidated Balance Sheet

| Particulars | Note No. | (₹ In Crore) | |
|--|----------|------------------|------------------|
| | | As at 31 March | |
| | | 2022 | 2021 |
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 2 | 1,759.60 | 1,567.95 |
| Capital work-in-progress | 2 | 77.21 | 15.98 |
| Investment property | 3 | 51.13 | 52.30 |
| Intangible assets | 4 | 25.32 | 47.30 |
| Intangible assets under development | 4 | – | – |
| Investments in associate of subsidiary | 5A | 4,063.79 | 3,288.96 |
| Financial assets | | | |
| Investments | 5B | 17,601.20 | 13,369.58 |
| Trade receivables | 10 | – | – |
| Loans | 6 | 4.57 | 5.22 |
| Other financial assets | 7 | 61.39 | 26.56 |
| Income tax assets (net) | | 749.24 | 714.81 |
| Other non-current assets | 8 | 352.15 | 325.39 |
| | | 24,745.60 | 19,414.05 |
| Current assets | | | |
| Inventories | 9 | 1,230.51 | 1,493.89 |
| Financial assets | | | |
| Investments | 5B | 4,969.13 | 8,028.11 |
| Trade receivables | 10 | 1,516.38 | 2,716.85 |
| Cash and cash equivalents | 11 | 933.69 | 516.61 |
| Other bank balances | 12 | 24.37 | 22.23 |
| Loans | 6 | 4.17 | 5.74 |
| Other financial assets | 7 | 596.26 | 223.53 |
| Other current assets | 8 | 1,091.10 | 1,180.70 |
| | | 10,365.61 | 14,187.66 |
| | | 35,111.21 | 33,601.71 |

Consolidated Balance Sheet (Contd.)

| Particulars | Note No. | (₹ In Crore) | |
|--|----------|------------------|------------------|
| | | As at 31 March | |
| | | 2022 | 2021 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 13 | 289.37 | 289.37 |
| Other equity | 14 | 29,570.28 | 26,984.06 |
| Equity attributable to owners of the Company | | 29,859.65 | 27,273.43 |
| Non-controlling interest | | 0.01 | 0.01 |
| Total equity | | 29,859.66 | 27,273.44 |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Sales tax deferral | 15 | 122.77 | 121.46 |
| Provisions | 16 | 1.30 | 1.98 |
| Deferred tax liabilities (net) | 17 | 402.68 | 522.14 |
| Government grant | | 36.00 | 38.65 |
| Other non-current liabilities | 18 | 0.30 | 0.50 |
| | | 563.05 | 684.73 |
| Current liabilities | | | |
| Financial liabilities | | | |
| Trade payables | | | |
| Total outstanding dues of micro enterprises and small enterprises | 19 | 150.64 | 121.20 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 19 | 3,481.51 | 4,452.91 |
| Other financial liabilities | 20 | 397.00 | 407.44 |
| Other current liabilities | 21 | 478.80 | 482.82 |
| Provisions | 16 | 153.75 | 152.37 |
| Government grant | | 2.65 | 2.65 |
| Current tax liabilities (net) | | 24.15 | 24.15 |
| | | 4,688.50 | 5,643.54 |
| | | 35,111.21 | 33,601.71 |

Summary of significant accounting policies followed by the Group

1

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

On behalf of the Board of Directors

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

Niraj Bajaj
Chairman

per Arvind Sethi
Partner
Membership Number: 089802
Pune: 27 April 2022

Dinesh Thapar
Chief Financial Officer

Rajiv Bajaj
Managing Director

Dr. J Sridhar
Company Secretary

Madhur Bajaj
Vice Chairman

Consolidated Statement of Profit and Loss

| Particulars | Note No. | (₹ In Crore) | |
|---|----------|-----------------------------|------------------|
| | | For the year ended 31 March | |
| | | 2022 | 2021 |
| Revenue from contracts with customers | | 32,135.98 | 27,132.90 |
| Other operating revenue | | 1,008.73 | 608.18 |
| Revenue from operations | 22 | 33,144.71 | 27,741.08 |
| Other income | 23 | 1,284.14 | 1,276.46 |
| Total income | | 34,428.85 | 29,017.54 |
| Expenses | | | |
| Cost of raw materials and components consumed | | 22,169.88 | 18,308.09 |
| Purchase of traded goods | | 1,971.98 | 1,521.04 |
| Changes in inventories of finished goods, work-in-progress and traded goods | 24 | 187.96 | (219.48) |
| Employee benefits expense | 25 | 1,362.79 | 1,288.10 |
| Finance costs | 26 | 8.66 | 6.66 |
| Depreciation and amortisation expense | 27 | 269.76 | 259.37 |
| Other expenses | 28 | 2,215.49 | 1,930.92 |
| Expenses, included in above items, capitalised | | (13.31) | (12.27) |
| Total expenses | | 28,173.21 | 23,082.43 |
| Share of profits of associate | | 579.53 | 306.32 |
| Profit before exceptional items and tax | | 6,835.17 | 6,241.43 |
| Exceptional items | 29 | (816.51) | - |
| Profit before tax | | 7,651.68 | 6,241.43 |
| Tax expense | | | |
| Current tax | | 1,667.11 | 1,348.10 |
| Deferred tax | | (181.30) | 36.31 |
| Total tax expense | 30 | 1,485.81 | 1,384.41 |
| Profit after tax | | 6,165.87 | 4,857.02 |
| Profit attributable to non-controlling interest | | - | - |
| Profit for the year | | 6,165.87 | 4,857.02 |

Consolidated Statement of Profit and Loss (Contd.)

| Particulars | Note No. | (₹ In Crore) | |
|--|----------|-----------------------------|-----------------|
| | | For the year ended 31 March | |
| | | 2022 | 2021 |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Actuarial gains/(losses) of defined benefit plans | | 17.94 | 16.33 |
| Tax impact on above | | (4.52) | (4.11) |
| Actuarial gains/(losses) of defined benefit plans - share of associate of subsidiary | | 2.39 | 2.80 |
| Changes in fair value of FVTOCI equity instruments | | 605.59 | 567.27 |
| Tax impact on above | | (67.61) | (65.71) |
| Items that will be reclassified to profit or loss | | | |
| Valuation gains/(losses) on derivative hedging instruments | | (40.87) | 276.65 |
| Tax impact on above | | 10.29 | (69.63) |
| Other adjustments - share of associate of subsidiary | | 21.13 | (63.60) |
| Change in foreign currency translation reserve of subsidiary | | (113.98) | 92.95 |
| Other comprehensive income (net of tax) | | 430.36 | 752.95 |
| Total comprehensive income for the year | | 6,596.23 | 5,609.97 |
| Profit attributable to: | | | |
| Owners of the Company | | 6,165.87 | 4,857.02 |
| Non-controlling interest | | - | - |
| | | 6,165.87 | 4,857.02 |
| Total comprehensive income attributable to: | | | |
| Owners of the Company | | 6,596.23 | 5,609.97 |
| Non-controlling interest | | - | - |
| | | 6,596.23 | 5,609.97 |
| Basic and diluted Earnings per share (in ₹) | 31 | 213.2 | 167.9 |
| (Nominal value per share ₹ 10) | | | |
| Summary of significant accounting policies followed by the Group | 1 | | |

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

On behalf of the Board of Directors

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Arvind Sethi
Partner
Membership Number: 089802
Pune: 27 April 2022

Dinesh Thapar
Chief Financial Officer

Dr. J Sridhar
Company Secretary

Niraj Bajaj
Chairman

Rajiv Bajaj
Managing Director

Madhur Bajaj
Vice Chairman

Consolidated Statement of Changes in Equity

A. Equity share capital

| Particulars | Note No. | For the year ended 31 March | |
|---|----------|-----------------------------|---------------|
| | | 2022 | 2021 |
| At the beginning of the year | | 289.37 | 289.37 |
| Changes in equity share capital due to prior period errors | | - | - |
| Restated balance at the beginning of the current reporting period | | 289.37 | 289.37 |
| Changes in equity share capital during the year | | - | - |
| At the end of the year | 13 | 289.37 | 289.37 |

Consolidated Statement of Changes in Equity (Contd.)

B. Other equity

(₹ In Crore)

| Particulars | Note No. | Attributable to owners | | | | | | | | | | | Non-controlling interest | |
|---|----------|------------------------|-------------------|---------------------------|--------------------------|--|--------------------------------------|----------------|-----------------|------------------------------|-----------------|------------------|--------------------------|--------------------|
| | | Reserves and surplus | | Other reserves | | | | | | | | | | Total other equity |
| | | General reserve | Retained earnings | Cash flow hedging reserve | Costs of hedging reserve | Foreign exchange difference of subsidiary on paid-up capital | Foreign currency translation reserve | FVTOCI reserve | Capital Reserve | Share based payments reserve | Treasury shares | | | |
| Balance as at 31 March 2020 | 14 | 5,431.60 | 16,005.41 | 5.63 | (121.81) | 0.24 | 481.38 | (413.13) | - | 10.01 | (26.62) | 21,372.71 | 0.01 | |
| Profit for the year | | - | 4,857.02 | - | - | - | - | - | - | - | - | 4,857.02 | - | |
| Recognition of share based payments to employees | | - | - | - | - | - | - | - | - | 6.90 | - | 6.90 | - | |
| Other comprehensive income (net of tax) | | - | (48.58) | 143.27 | 63.75 | 0.03 | 92.92 | 501.56 | - | - | - | 752.95 | - | |
| Total comprehensive income for the year ended 31 March 2021 | | - | 4,808.44 | 143.27 | 63.75 | 0.03 | 92.92 | 501.56 | - | 6.90 | - | 5,616.87 | - | |
| Transactions with owners in their capacity as owners | | | | | | | | | | | | | | |
| Transfer from Retained earnings to General reserve | | 456.00 | (456.00) | - | - | - | - | - | - | - | - | - | - | |
| Treasury shares held by ESOP Trust | | - | - | - | - | - | - | - | - | - | (5.52) | (5.52) | - | |
| Balance as at 31 March 2021 | 14 | 5,887.60 | 20,357.85 | 148.90 | (58.06) | 0.27 | 574.30 | 88.43 | - | 16.91 | (32.14) | 26,984.06 | 0.01 | |
| Profit for the year | | - | 6,165.87 | - | - | - | - | - | - | - | - | 6,165.87 | - | |
| Recognition of share based payments to employees | | - | - | - | - | - | - | - | - | 15.36 | - | 15.36 | - | |
| Recognition of capital reserve on consolidation | | - | - | - | - | - | - | - | 63.14 | - | - | 63.14 | - | |
| Other comprehensive income (net of tax) | | - | 36.94 | (94.57) | 63.99 | 0.01 | (113.99) | 537.98 | - | - | - | 430.36 | - | |
| Total comprehensive income for the year ended 31 March 2022 | | - | 6,202.81 | (94.57) | 63.99 | 0.01 | (113.99) | 537.98 | 63.14 | 15.36 | - | 6,674.73 | - | |
| Transactions with owners in their capacity as owners | | | | | | | | | | | | | | |
| Transfer from Retained earnings to General reserve | | 502.00 | (502.00) | - | - | - | - | - | - | - | - | - | - | |
| Final dividend for the year ended 31 March 2021 | | - | (4,051.14) | - | - | - | - | - | - | - | - | (4,051.14) | - | |
| Treasury shares held by ESOP Trust | | - | - | - | - | - | - | - | - | - | (37.37) | (37.37) | - | |
| Balance as at 31 March 2022 | 14 | 6,389.60 | 22,007.52 | 54.33 | 5.93 | 0.28 | 460.31 | 626.41 | 63.14 | 32.27 | (69.51) | 29,570.28 | 0.01 | |

Note: There are no changes in accounting policies or prior period errors during the current or previous year.

Summary of significant accounting policies followed by the Group

1

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Arvind Sethi
Partner
Membership Number: 089802
Pune: 27 April 2022

Dinesh Thapar
Chief Financial Officer

Dr. J Sridhar
Company Secretary

On behalf of the Board of Directors

Niraj Bajaj
Chairman

Rajiv Bajaj
Managing Director

Madhur Bajaj
Vice Chairman

Consolidated Statement of Cash Flows

(₹ In Crore)

| Particulars | For the year ended 31 March | |
|---|-----------------------------|-----------------|
| | 2022 | 2021 |
| I. Operating activities | | |
| Profit before tax | 7,651.68 | 6,241.43 |
| Adjustments to reconcile profit before tax to net cash flows: | | |
| Add: | | |
| i) Depreciation and amortisation | 269.76 | 259.37 |
| ii) Loss on property, plant and equipment sold, demolished, discarded and scrapped | 8.88 | 13.10 |
| iii) Provision for doubtful debts and advances | (4.44) | 16.15 |
| iv) Share based payment to employees | 15.36 | 6.90 |
| v) Exchange loss/(gain) on cash and cash equivalents | (3.55) | 1.19 |
| vi) Exchange loss/(gain) on trade receivables | 2.39 | (6.01) |
| vii) Exchange loss/(gain) on import payables | 3.64 | 0.10 |
| viii) Interest adjustment on Government grant | 1.31 | 1.18 |
| ix) Interest expense | 7.35 | 5.48 |
| | 300.70 | 297.46 |
| Less: | | |
| i) Investment income included in above: | | |
| Interest income on fixed income securities | 275.05 | 65.77 |
| Interest income on fixed deposits | 36.42 | 17.87 |
| Interest income on exchange traded funds | 204.68 | 76.85 |
| Interest income on fixed maturity plans | 388.93 | 842.51 |
| Profit on sale of other investments, net | 110.62 | 15.74 |
| Gain on valuation and realisation of mutual funds measured at fair value through profit or loss | 188.75 | 254.25 |
| Dividend income on other strategic investments | 45.50 | - |
| Amortisation of premium/discount on acquisition of fixed income securities | (17.67) | (5.57) |
| | 1,232.28 | 1,267.42 |
| ii) Share of profits of associate | 579.53 | 306.32 |
| iii) Government grants | 2.65 | 2.65 |
| iv) Exceptional item | 816.51 | - |
| v) Surplus on sale of property, plant and equipment | 21.59 | 1.94 |
| | (2,652.56) | (1,578.33) |
| | 5,299.82 | 4,960.56 |
| Change in assets and liabilities | | |
| i) (Increase)/decrease in inventories | 263.38 | (430.39) |
| ii) (Increase)/decrease in trade receivables | 1,202.52 | (1,001.89) |
| iii) (Increase)/decrease in loans and other assets | 76.82 | (551.88) |
| iv) Increase/(decrease) in liabilities and provisions | (943.47) | 1,483.52 |
| | 599.25 | (500.64) |
| Annuity payments (net) to VRS/Welfare scheme optees | (0.32) | (0.35) |
| Net cash flow from operating activities before income tax | 5,898.75 | 4,459.57 |
| Income tax paid | (1,701.54) | (1,339.69) |
| Net cash flow from/(used in) operating activities | 4,197.21 | 3,119.88 |
| Carried forward | 4,197.21 | 3,119.88 |

Consolidated Statement of Cash Flows (Contd.)

| Particulars | (₹ In Crore) | |
|--|-----------------------------|-------------------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Brought forward | 4,197.21 | 3,119.88 |
| II. Investing activities | | |
| i) Sale of investments | 11,526.59 | 3,555.72 |
| ii) Purchase of investments | (11,083.79) | (5,888.39) |
| iii) Sale/(purchase) of liquid mutual funds, etc., net | (209.44) | (351.28) |
| iv) Investment in treasury shares by ESOP trust | (37.37) | (5.52) |
| v) (Increase)/decrease in other bank balances | (2.14) | 8.71 |
| vi) Purchase of property, plant and equipment (including advances) | (550.75) | (244.06) |
| vii) Sale proceeds of property, plant and equipment | 33.07 | 5.71 |
| viii) Capital expenditure on development of technical know-how | – | (15.53) |
| | (323.83) | (2,934.64) |
| ix) Investment income | | |
| Interest income on fixed income securities | 275.05 | 65.77 |
| Interest income on fixed deposits | 36.42 | 17.87 |
| Dividend income on other strategic investments | 45.50 | – |
| | 356.97 | 83.64 |
| (Increase)/decrease in interest receivable | (114.00) | (17.36) |
| | 242.97 | 66.28 |
| Net cash flow from/(used in) investing activities | (80.86) | (2,868.36) |
| Carried forward | 4,116.35 | 251.52 |

Consolidated Statement of Cash Flows (Contd.)

| Particulars | For the year ended 31 March | |
|--|-----------------------------|----------------|
| | 2022 | 2021 |
| Brought forward | 4,116.35 | 251.52 |
| III. Financing activities | | |
| i) Interest expense | (7.35) | (5.48) |
| ii) Deferral of sales tax deferral liability due to assessment | – | (5.31) |
| iii) Dividend, including interim dividend paid | (4,048.98) | (8.73) |
| Net cash flow from/(used in) financing activities | (4,056.33) | (19.52) |
| IV. Change in foreign currency translation arising on consolidation | 353.51 | 0.40 |
| Net change in cash and cash equivalents | 413.53 | 232.40 |
| Cash and cash equivalents at the beginning of the year | 516.61 | 285.40 |
| Add/(Less): Effects of exchange loss/(gain) on cash and cash equivalents | 3.55 | (1.19) |
| Cash and cash equivalents at the end of the year [See note 11] | 933.69 | 516.61 |

As per our report of even date

On behalf of the Board of Directors

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Arvind Sethi
Partner
Membership Number: 089802
Pune: 27 April 2022

Dinesh Thapar
Chief Financial Officer

Dr. J Sridhar
Company Secretary

Niraj Bajaj
Chairman

Rajiv Bajaj
Managing Director

Madhur Bajaj
Vice Chairman

Notes to consolidated financial statements for the year ended 31 March 2022

Corporate information

Bajaj Auto Ltd. (the 'Company') is a company limited by shares, incorporated and domiciled in India. The Company is engaged in the business of development, manufacturing and distribution of automobiles such as motorcycles, commercial vehicles, electric two-wheelers etc. and parts thereof. The Company sells its products in India as well as in various other global markets. The registered office of the Company is located at Mumbai-Pune Road, Akurdi, Pune 411035.

The consolidated financial statements comprise financial statements of Bajaj Auto Ltd. (the 'Company') and its subsidiaries (collectively, the 'Group') for the year ended 31 March 2022. The consolidated financial statements were approved for issue in accordance with a resolution of the Board of Directors of the Company on 27 April 2022.

The consolidated financial statements include results of the subsidiaries of Bajaj Auto Ltd., consolidated in accordance with Ind AS 110 'Consolidated Financial Statements' and Ind AS 28 'Investment in Associates and Joint Ventures'.

| Name of the Company | Country of Incorporation | % Shareholding of Bajaj Auto Ltd. | % Shareholding of Non-controlling interest | Consolidated as |
|--------------------------------------|---------------------------------|--|---|------------------------|
| PT. Bajaj Auto Indonesia | Indonesia | 99.25% | 0.75% | Subsidiary |
| Bajaj Auto International Holdings BV | Netherlands | 100.00% | – | Subsidiary |
| Bajaj Auto (Thailand) Ltd. | Thailand | 100.00% | – | Subsidiary |
| Chetak Technology Ltd. | India | 100.00% | – | Subsidiary |
| Bajaj Auto Consumer Finance Ltd. | India | 100.00% | – | Subsidiary |
| Bajaj Auto Spain S.L. | Barcelona | 100.00% | – | Subsidiary |

The consolidated financial statements of Bajaj Auto International Holdings BV include 49.90% interest in Pierer Bajaj AG as an associate.

1 Summary of significant accounting policies followed by the Group**Basis of preparation**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act, on an accrual basis.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities (including derivative instruments) that are measured at fair value.

The financial statements are presented in INR, which is also the Company's functional currency and all values are rounded to the nearest crore (INR 0,000,000), except when otherwise indicated.

All assets and liabilities, other than deferred tax assets and liabilities, have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III (Division II) to the Act. Deferred tax assets and liabilities are classified as non-current assets and liabilities. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for current and non-current classification of assets and liabilities.

Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Group (Contd.)

1 Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiaries, being the entities that it controls. Control is evidenced where the Group has power over the investee or is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Power is demonstrated through existing rights that give the ability to direct relevant activities, which significantly affect the entity returns. The financial statements of subsidiaries are prepared for the same reporting year as the parent company. Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of the Group. For non-wholly owned subsidiaries, a share of the profit/loss for the financial year and net assets is attributed to the non-controlling interests as shown in the consolidated statement of profit and loss and consolidated balance sheet. For acquisitions of additional interests in subsidiaries, where there is no change in control, the Group recognises a reduction to the non-controlling interest of the respective subsidiary with the difference between this figure and the cash paid, inclusive of transaction fees, being recognised in equity. In addition, upon dilution of controlling interests the difference between the cash received from sale or listing of the subsidiary shares and the increase to non-controlling interest is also recognised in equity. The financial statements of subsidiaries acquired or disposed off during the year are included in the consolidated statement of profit and loss from the effective date of acquisition or up to the effective date of disposal, as appropriate. Intragroup balances and transactions, and any unrealised income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated unless costs cannot be recovered. The financial statements of Bajaj Auto (Thailand) Ltd. and Bajaj Auto Spain S.L. are prepared with a three months' time lag for consolidation into the Group financial statements.

2 Investment in associates

Investments in associates are accounted for using the equity method. An associate is an entity over which the Group is in a position to exercise significant influence over operating and financial policies. The considerations made in determining whether significant influence is being exercised are similar to those necessary to determine control over the subsidiaries. Goodwill arising on the acquisition of associates is included in the carrying value of investments in associate.

The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

The Statement of Profit and Loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the Statement of Changes in Equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

If an entity's share of losses of an associate equals or exceeds its interest in the associate (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the Statement of Profit and Loss.

The financial statements of the associate are prepared with a three months' time lag for consolidation into the Group financial statements. When necessary, adjustments are made to bring the accounting policies in line with those of the Group. The Group has not identified any material adjustments during the year; in regard to the alignment of accounting policies.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss in the Statement of Profit and Loss.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in Statement of Profit and Loss.

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Group (Contd.)

3 Foreign currencies

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss with the exception of the following:

Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in Statement of Profit and Loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g. consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in Statement of Other Comprehensive Income ('OCI'). These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.

Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

Group companies

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their Statement of Profit and Loss are translated at exchange rate prevailing at the date of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the date of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in Statement of Profit and Loss.

Any goodwill arising in the acquisition/business combination of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

4 Taxation

- a) Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

1 Summary of significant accounting policies followed by the Group (Contd.)

- b) Current income tax relating to items recognised outside Statement of Profit and Loss is recognised outside Statement of Profit and Loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.
- c) Deferred tax is provided using the liability method on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences.

- d) Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

5 Other significant accounting policies

Other significant accounting policies followed by the Group are exactly similar to the significant accounting policies of the parent, Bajaj Auto Ltd.; and hence have not been reproduced here. Refer note 1 of standalone financial statements of Bajaj Auto Ltd. for the year ended 31 March 2022 for details in regard to other significant accounting policies.

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

2 Property, plant and equipment

Current year

(₹ In Crore)

| Particulars | Gross block | | | As at 31 March 2022 | Depreciation | | | As at 31 March 2022 | Net block |
|--------------------------------------|--------------------------|---------------|----------------------------|---------------------------|--------------------------|---------------|-----------------|---------------------------|---------------------------|
| | As at 1 April 2021 | Additions | Deductions/ adjustments | | As at 1 April 2021 | Deductions | For the year | | As at 31 March 2022 |
| Land freehold | 19.97 | - | - | 19.97 | - | - | - | - | 19.97 |
| Land leasehold (Right-of-use assets) | 47.28 | 107.11 | 1.98 | 152.41 | - | - | - | - | 152.41 |
| Buildings | 976.00 | 4.30 | 0.36 | 979.94 | 360.79 | 0.22 | 21.70 | 382.27 | 597.67 |
| Waterpumps, reservoirs and mains | 17.74 | 0.05 | - | 17.79 | 14.30 | - | 0.76 | 15.06 | 2.73 |
| Plant and machinery | 1,368.94 | 27.35 | 99.83 | 1,296.46 | 1,064.26 | 89.08 | 57.60 | 1,032.78 | 263.68 |
| Computers and IT Equipment | 84.42 | 4.67 | 5.26 | 83.83 | 78.36 | 5.26 | 4.02 | 77.12 | 6.71 |
| Dies and jigs | 661.18 | 83.21 | 3.32 | 741.07 | 401.97 | 3.13 | 76.47 | 475.31 | 265.76 |
| Electric installations | 74.30 | 0.74 | - | 75.04 | 71.44 | - | 1.23 | 72.67 | 2.37 |
| Factory equipment | 439.28 | 21.29 | 1.76 | 458.81 | 244.02 | 1.60 | 27.41 | 269.83 | 188.98 |
| Furniture | 44.47 | 2.27 | 0.08 | 46.66 | 28.70 | 0.08 | 3.29 | 31.91 | 14.75 |
| Office equipment | 54.90 | 3.95 | 0.19 | 58.66 | 38.72 | 0.19 | 3.91 | 42.44 | 16.22 |
| Electric fittings | 36.81 | 0.33 | 0.25 | 36.89 | 26.69 | 0.25 | 1.79 | 28.23 | 8.66 |
| Vehicles and aircraft | 356.50 | 203.35 | 58.67 | 501.18 | 284.59 | 49.55 | 46.45 | 281.49 | 219.69 |
| Total | 4,181.79 | 458.62 | 171.70 | 4,468.71 | 2,613.84 | 149.36 | 244.63 | 2,709.11 | 1,759.60 |
| Capital work-in-progress | 15.98 | 74.00 | 12.77 | 77.21 | - | - | - | - | 77.21 |

Ageing schedule for Capital work-in-progress

| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|--------------------------------|---------------------|-------------|-----------|----------------------|--------------|
| Projects in progress | 74.94 | 0.34 | - | 1.93 | 77.21 |
| Projects temporarily suspended | - | - | - | - | - |
| Total | 74.94 | 0.34 | - | 1.93 | 77.21 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

2 Property, plant and equipment (Contd.)

Previous year

(₹ In Crore)

| Particulars | Gross block | | | Depreciation | | | Net block | | |
|--------------------------------------|--------------------------|---------------|----------------------------|---------------------------|--------------------------|--------------|-----------------|---------------------------|---------------------------|
| | As at 1 April 2020 | Additions | Deductions/ adjustments | As at 31 March 2021 | As at 1 April 2020 | Deductions | For the year | As at 31 March 2021 | As at 31 March 2021 |
| Land freehold | 19.97 | - | - | 19.97 | - | - | - | - | 19.97 |
| Land leasehold (Right-of-use assets) | 47.93 | - | 0.65 | 47.28 | - | - | - | - | 47.28 |
| Buildings | 940.49 | 35.51 | - | 976.00 | 338.37 | - | 22.42 | 360.79 | 615.21 |
| Waterpumps, reservoirs and mains | 17.39 | 0.35 | - | 17.74 | 13.54 | - | 0.76 | 14.30 | 3.44 |
| Plant and machinery | 1,361.60 | 25.40 | 18.06 | 1,368.94 | 1,016.80 | 13.37 | 60.83 | 1,064.26 | 304.68 |
| Computers and IT Equipment | 81.58 | 3.13 | 0.29 | 84.42 | 73.90 | 0.29 | 4.75 | 78.36 | 6.06 |
| Dies and jigs | 573.44 | 98.30 | 10.56 | 661.18 | 342.18 | 8.86 | 68.65 | 401.97 | 259.21 |
| Electric installations | 74.29 | 0.01 | - | 74.30 | 70.04 | - | 1.40 | 71.44 | 2.86 |
| Factory equipment | 414.61 | 26.03 | 1.36 | 439.28 | 218.07 | 0.95 | 26.90 | 244.02 | 195.26 |
| Furniture | 42.16 | 2.63 | 0.32 | 44.47 | 25.96 | 0.31 | 3.05 | 28.70 | 15.77 |
| Office equipment | 45.65 | 9.68 | 0.43 | 54.90 | 36.46 | 0.43 | 2.69 | 38.72 | 16.18 |
| Electric fittings | 33.16 | 3.80 | 0.15 | 36.81 | 25.02 | 0.15 | 1.82 | 26.69 | 10.12 |
| Vehicles and aircraft | 369.01 | 10.74 | 23.25 | 356.50 | 258.91 | 13.20 | 38.88 | 284.59 | 71.91 |
| Total | 4,021.28 | 215.58 | 55.07 | 4,181.79 | 2,419.25 | 37.56 | 232.15 | 2,613.84 | 1,567.95 |
| Capital work-in-progress | 46.54 | 14.45 | 45.01 | 15.98 | - | - | - | - | 15.98 |

Ageing schedule for Capital work-in-progress

| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|--------------------------------|---------------------|-------------|-------------|----------------------|--------------|
| Projects in progress | 13.82 | 0.23 | 1.73 | 0.20 | 15.98 |
| Projects temporarily suspended | - | - | - | - | - |
| Total | 13.82 | 0.23 | 1.73 | 0.20 | 15.98 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

3 Investment property

(₹ In Crore)

| Particulars | As at 31 March | |
|---------------------------------|----------------|--------------|
| | 2022 | 2021 |
| Gross carrying amount | | |
| Opening balance | 69.66 | 69.66 |
| Additions | – | – |
| Closing balance | 69.66 | 69.66 |
| Accumulated depreciation | | |
| Opening balance | 17.36 | 15.76 |
| Depreciation charge | 1.17 | 1.60 |
| Closing balance | 18.53 | 17.36 |
| Net carrying amount | 51.13 | 52.30 |

See note 3 of standalone financial statements for the following disclosures in regard to investment property:

- Amounts recognised in profit and loss for investment properties
- Contractual obligations
- Leasing arrangements
- Fair value

4 Intangible assets

Current year

(₹ In Crore)

| Particulars | Gross block | | | As at 31 March 2022 | Amortisation | | | As at 31 March 2022 | Net block As at 31 March 2022 |
|--|--------------------|-----------|-------------------------|---------------------|--------------------|------------|--------------|---------------------|----------------------------------|
| | As at 1 April 2021 | Additions | Deductions/ adjustments | | As at 1 April 2021 | Deductions | For the year | | |
| Intangible assets | | | | | | | | | |
| Technical know-how developed/acquired | 95.56 | – | – | 95.56 | 48.26 | – | 21.98 | 70.24 | 25.32 |
| Total intangible assets | 95.56 | – | – | 95.56 | 48.26 | – | 21.98 | 70.24 | 25.32 |
| Intangible assets under development | – | – | – | – | – | – | – | – | – |

Previous year

(₹ In Crore)

| Particulars | Gross block | | | As at 31 March 2021 | Amortisation | | | As at 31 March 2021 | Net block As at 31 March 2021 |
|--|--------------------|--------------|-------------------------|---------------------|--------------------|------------|--------------|---------------------|----------------------------------|
| | As at 1 April 2020 | Additions | Deductions/ adjustments | | As at 1 April 2020 | Deductions | For the year | | |
| Intangible assets | | | | | | | | | |
| Technical know-how developed/acquired | 66.38 | 29.18 | – | 95.56 | 23.29 | – | 24.97 | 48.26 | 47.30 |
| Total intangible assets | 66.38 | 29.18 | – | 95.56 | 23.29 | – | 24.97 | 48.26 | 47.30 |
| Intangible assets under development | 13.65 | 15.53 | 29.18 | – | – | – | – | – | – |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

5 Investments

(₹ In Crore)

| Particulars | Non-current investments | | Current investments | |
|--|-------------------------|-----------|---------------------|----------|
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| (A) Investments in associate of subsidiary | | | | |
| 5,204,864 shares of Euro 100 each in KTM AG | - | 2,611.55 | - | - |
| Goodwill on above investment | - | 677.41 | - | - |
| 49,900 shares of Euro 1 each in Pierer Bajaj AG | 4,063.79 | - | - | - |
| | 4,063.79 | 3,288.96 | - | - |
| (B) Other investments | | | | |
| Investment carried at FVTOCI | | | | |
| In Shares | 1,898.08 | 1,274.23 | - | - |
| Investment carried at amortised cost | | | | |
| In Government bonds and securities | 857.47 | 659.54 | - | - |
| In Bonds and debentures | 3,583.73 | 1,803.30 | 250.93 | - |
| In Fixed deposits | 1,115.00 | - | - | 107.84 |
| In Exchange traded funds | 5,515.81 | 2,320.75 | - | - |
| In Fixed maturity plans | 755.11 | 3,614.56 | 3,903.65 | 7,360.80 |
| Investment carried at fair value through profit or loss | | | | |
| In Mutual fund units | 3,876.00 | 3,697.20 | 814.55 | 559.47 |
| | 17,601.20 | 13,369.58 | 4,969.13 | 8,028.11 |
| | 21,664.99 | 16,658.54 | 4,969.13 | 8,028.11 |

Notes to Investments

- See note 5B of standalone financial statements for details of 'Other investments'.
- See footnotes to note 5 of standalone financial statements.

6 Loans

(Unsecured, good, unless stated otherwise)

(₹ In Crore)

| Particulars | Non-current | | Current | |
|----------------|----------------|------|----------------|------|
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Employee loans | 4.57 | 5.22 | 4.17 | 5.74 |
| | 4.57 | 5.22 | 4.17 | 5.74 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

7 Other financial assets

| Particulars | Non-current | | Current | |
|---|----------------|-------|----------------|--------|
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Non-current bank balances [See note 12] | 0.02 | - | - | - |
| Security deposits | 27.04 | 26.56 | - | - |
| Interest receivable on investments | 34.33 | - | 129.71 | 50.04 |
| Interest receivable on loans, deposits etc. | - | - | 0.55 | 0.72 |
| Valuation gains on derivative hedging instruments | - | - | 80.53 | 121.39 |
| PSI Receivable | - | - | 345.78 | - |
| Other advances | - | - | 39.69 | 51.38 |
| | 61.39 | 26.56 | 596.26 | 223.53 |

Security deposits include a sum of ₹ 9.92 crore (previous year ₹ 9.92 crore) against use of premises on a Leave License basis, placed with directors and their relatives, jointly and severally (see note 35).

8 Other assets

(Unsecured, good, unless stated otherwise)

| Particulars | Non-current | | Current | |
|---|----------------|--------|----------------|----------|
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Capital advances | 269.73 | 238.83 | - | - |
| Security deposits | 6.78 | 6.65 | - | - |
| Advances recoverable in cash or kind | | | | |
| Advances to related parties [See note 35] | - | - | 11.32 | 8.81 |
| Other advances | 22.94 | 23.79 | 115.16 | 216.08 |
| Doubtful advances | 8.13 | 8.13 | - | - |
| | 31.07 | 31.92 | 126.48 | 224.89 |
| Provision for doubtful advances | 8.13 | 8.13 | - | - |
| | 22.94 | 23.79 | 126.48 | 224.89 |
| Gratuity asset [See note 38 of standalone financial statements] | 12.92 | 16.34 | - | - |
| VAT refund receivable | 39.78 | 39.78 | 129.66 | 130.31 |
| GST credit/refund receivable | - | - | 507.59 | 764.33 |
| EV subsidy receivable | - | - | 21.06 | - |
| Export incentives receivable | | | | |
| Unsecured considered good | - | - | 306.31 | 61.17 |
| Doubtful | 0.21 | 0.21 | - | - |
| | 0.21 | 0.21 | 306.31 | 61.17 |
| Provision for doubtful export incentives | 0.21 | 0.21 | - | - |
| | - | - | 306.31 | 61.17 |
| | 352.15 | 325.39 | 1,091.10 | 1,180.70 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

9 Inventories

| Particulars | (₹ In Crore) | |
|--|-----------------|-----------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Raw materials and components (includes in transit ₹ 31.13 crore (Previous year ₹ 84.31 crore)) | 591.72 | 664.26 |
| Work-in-progress | 70.11 | 85.50 |
| Finished goods | 541.79 | 714.36 |
| Stores, spares and packing material | 25.67 | 27.07 |
| Loose tools | 1.22 | 2.70 |
| | 1,230.51 | 1,493.89 |

Amount recognised in profit and loss

Write-downs of inventories to net realisable value/reversal of provision for write-down, resulted in net loss/(gain) of ₹ 6.74 crore [Previous year – ₹ 47.75 crore]. These were recognised as an expense/(income) during the year in the consolidated Statement of Profit and Loss.

10 Trade receivables

| Particulars | (₹ In Crore) | | | |
|--|----------------|-------|----------------|----------|
| | Non-current | | Current | |
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Unsecured, considered good | – | – | 1,516.38 | 2,716.85 |
| Receivables which have significant increase in credit risk | 39.66 | 44.10 | – | – |
| | 39.66 | 44.10 | 1,516.38 | 2,716.85 |
| Allowance for bad and doubtful receivable [See note 34] | 39.66 | 44.10 | – | – |
| | – | – | 1,516.38 | 2,716.85 |

Outstanding for following periods from due date of payment

| Ageing schedule as at 31 March 2022 | Outstanding for following periods from due date of payment | | | | | Total |
|---|--|-------------------|--------------|-------------|-------------------|-----------------|
| | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| i) Undisputed trade receivables – considered good | 1,484.52 | 19.45 | 11.83 | 0.02 | 0.56 | 1,516.38 |
| ii) Undisputed trade receivables – which have significant increase in credit risk | 4.29 | 0.27 | 1.86 | 0.36 | 2.68 | 9.46 |
| iii) Disputed trade receivables - considered good | – | – | – | – | – | – |
| iv) Disputed trade receivables - which have significant increase in credit risk | 0.33 | 0.83 | 5.27 | 4.75 | 19.02 | 30.20 |
| | 1,489.14 | 20.55 | 18.96 | 5.13 | 22.26 | 1,556.04 |

Outstanding for following periods from due date of payment

| Ageing schedule as at 31 March 2021 | Outstanding for following periods from due date of payment | | | | | Total |
|---|--|-------------------|--------------|--------------|-------------------|-----------------|
| | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| i) Undisputed trade receivables – considered good | 2,658.76 | 52.25 | 5.28 | 0.48 | 0.08 | 2,716.85 |
| ii) Undisputed trade receivables – which have significant increase in credit risk | – | 4.73 | 3.57 | 0.81 | 2.03 | 11.14 |
| iii) Disputed trade receivables - considered good | – | – | – | – | – | – |
| iv) Disputed trade receivables - which have significant increase in credit risk | 3.61 | 4.61 | 10.44 | 10.98 | 3.32 | 32.96 |
| | 2,662.37 | 61.59 | 19.29 | 12.27 | 5.43 | 2,760.95 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

11 Cash and cash equivalents

| Particulars | (₹ In Crore) | |
|---------------------|----------------|---------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Balances with banks | 933.64 | 516.58 |
| Cash on hand | 0.05 | 0.03 |
| | <u>933.69</u> | <u>516.61</u> |

12 Other bank balances

| Particulars | (₹ In Crore) | | | |
|--|----------------|------|----------------|-------|
| | Non-current | | Current | |
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Unclaimed dividend accounts | – | – | 24.37 | 22.21 |
| Deposits with residual maturity for more than twelve months | 0.02 | – | – | – |
| Deposits with residual maturity for less than twelve months | – | – | – | 0.02 |
| | 0.02 | – | 24.37 | 22.23 |
| Amount disclosed under 'other financial assets' [See note 7] | (0.02) | – | – | – |
| | – | – | 24.37 | 22.23 |

13 Equity share capital

| Particulars | (₹ In Crore) | |
|--|----------------|---------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Authorised 300,000,000 equity shares of ₹ 10 each | 300.00 | 300.00 |
| Issued, subscribed and fully paid-up shares 289,367,020 equity shares of ₹ 10 each | 289.37 | 289.37 |
| | <u>289.37</u> | <u>289.37</u> |

a. Reconciliation of the shares outstanding at the beginning and at the end of the year

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | |
|------------------------------------|---------------------|---------------|---------------------|---------------|
| | Nos. | ₹ In Crore | Nos. | ₹ In Crore |
| Equity shares | | | | |
| At the beginning of the year | 289,367,020 | 289.37 | 289,367,020 | 289.37 |
| Issued during the year | – | – | – | – |
| Outstanding at the end of the year | <u>289,367,020</u> | <u>289.37</u> | <u>289,367,020</u> | <u>289.37</u> |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

13 Equity share capital (Contd.)**b. Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The interim dividend declared by the Board of Directors; and the final dividend proposed by the Board of Directors and approved by the shareholders in the annual general meeting is paid in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the Company

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | |
|--|---------------------|-----------|---------------------|-----------|
| | Nos. | % Holding | Nos. | % Holding |
| Equity shares of ₹ 10 each fully paid | | | | |
| Bajaj Holdings & Investment Ltd. | 96,727,050 | 33.43% | 96,727,050 | 33.43% |
| Jamnala Sons Pvt. Ltd. | 26,281,400 | 9.08% | 26,281,400 | 9.08% |
| Life Insurance Corporation of India | 20,757,508 | 7.17% | 22,997,485 | 7.95% |

d. Shareholding of promoters

| Promotor name | No. of shares | % of total shares | % change during the year |
|----------------------------------|---------------|-------------------|--------------------------|
| For 2021-22 | | | |
| Rahul Kumar Bajaj* | — | 0.00% | (0.36%) |
| Shekhar Bajaj | 6,020 | 0.00% | 0.00% |
| Madhur Bajaj | 200,000 | 0.07% | (0.24%) |
| Niraj Bajaj | 42,622 | 0.01% | 0.00% |
| Rajiv Bajaj** | 754,200 | 0.26% | 0.26% |
| Sanjiv Bajaj** | 327,224 | 0.11% | 0.11% |
| Bajaj Holdings & Investment Ltd. | 96,727,050 | 33.43% | 0.00% |

* Shri Rahul Kumar Bajaj, one of the promoters of Bajaj Auto Ltd. expired on 12 February 2022. Shares held by Late Shri Rahul Kumar Bajaj in individual capacity, and previously shown as part of holdings of promoters, are in the process of transmission. As per regulation 31A (6) of SEBI LODR Regulations, Late Shri Rahul Kumar Bajaj automatically ceases to be a promoter and his holdings would hereafter be shown under 'Promoter Group - (Estate of Rahul Kumar Bajaj)' category until his shares are transmitted to the respective legal heirs, who would all be Promoters/Promoter Group.

** Shri Rajiv Rahul Kumar Bajaj and Shri Sanjiv Rahul Kumar Bajaj, sons of Late Shri Rahul Kumar Bajaj have now succeeded as Promoters and their holdings which earlier were shown under 'Promoter Group' category have got transferred to 'Promoter' Category.

| Promotor name | No. of shares | % of total shares | % change during the year |
|----------------------------------|---------------|-------------------|--------------------------|
| For 2020-21 | | | |
| Rahul Kumar Bajaj | 1,048,796 | 0.36% | (0.62%) |
| Shekhar Bajaj | 6,020 | 0.00% | 0.00% |
| Madhur Bajaj | 906,954 | 0.31% | (0.22%) |
| Niraj Bajaj | 42,622 | 0.01% | — |
| Bajaj Holdings & Investment Ltd. | 96,727,050 | 33.43% | — |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

14 Other equity

| Particulars | (₹ In Crore) | |
|---|----------------|-----------|
| | As at 31 March | |
| | 2022 | 2021 |
| Reserves and surplus: | | |
| General reserve | | |
| Balance as at the beginning of the year | 5,887.60 | 5,431.60 |
| Add: Transferred from surplus in Statement of Profit and Loss | 502.00 | 456.00 |
| Balance as at the end of the year | 6,389.60 | 5,887.60 |
| Retained earnings | | |
| Balance as at the beginning of the year | 20,357.85 | 16,005.41 |
| Profit for the year | 6,165.87 | 4,857.02 |
| Items of other comprehensive income recognised directly in retained earnings | | |
| Actuarial gains/(losses) of gratuity (net of tax) | 13.42 | 12.22 |
| Adjustments on account of change in share of net assets of associate/subsidiary | 23.52 | (60.80) |
| Less: Appropriations | | |
| Transfer to General reserve | 502.00 | 456.00 |
| Final dividend for the year ended 31 March 2021 | 4,051.14 | – |
| Total appropriations | 4,553.14 | 456.00 |
| Balance as at the end of the year | 22,007.52 | 20,357.85 |
| Other reserves: | | |
| Cash flow hedging reserve [See note 33 of standalone financial statements] | 54.33 | 148.90 |
| Costs of hedging reserve [See note 33 of standalone financial statements] | 5.93 | (58.06) |
| Foreign exchange difference of subsidiary on paid-up capital | 0.28 | 0.27 |
| Foreign currency translation reserve | 460.31 | 574.30 |
| Capital Reserve | 63.14 | – |
| FVTOCI reserve | | |
| Balance as at the beginning of the year | 88.43 | (413.13) |
| Net (losses)/gains on FVTOCI equity securities | 537.98 | 501.56 |
| Balance as at the end of the year | 626.41 | 88.43 |
| Share based payment reserve | | |
| Balance as at the beginning of the year | 16.91 | 10.01 |
| Add: Recognised during the year | 15.36 | 6.90 |
| Balance as at the end of the year | 32.27 | 16.91 |
| Treasury shares | | |
| Balance as at the beginning of the year | (32.14) | (26.62) |
| Add: Changes during the year | (37.37) | (5.52) |
| Balance as at the end of the year | (69.51) | (32.14) |
| | 29,570.28 | 26,984.06 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

14 Other equity (Contd.)

Nature and purpose of reserve:

General reserve

General reserve is free reserve available for distribution as recommended by Board in accordance with requirements of the Companies Act, 2013. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Retained earnings

Retained earnings is a free reserve. This is the accumulated profit earned by the Company till date, less transfer to general reserve, dividend and other distributions made to the shareholders.

Cash flow hedging reserve and Costs of hedging reserve

It represents the effective portion of the fair value of forward/option contracts designated as cashflow hedge.

Foreign exchange difference of subsidiary on paid-up capital

This reserve represents the foreign exchange difference due to rate on the date of receipt vis-à-vis date of share certificate issued.

Foreign currency translation reserve

This reserve represents the foreign exchange differences on converting subsidiaries financials into INR, including other adjustments on consolidation.

FVTOCI reserve

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI reserve within equity.

Share based payment reserve

Share based payment reserve is created as required by Ind AS 102 'Share Based Payments' on the employee stock option scheme operated by the Company for its employees.

Treasury shares

The reserve for shares of the Company held by the Bajaj Auto ESOP Trust (ESOP Trust). Company has issued employees stock option scheme for its employees. The equity shares of the Company have been purchased and held by ESOP Trust. Trust to transfer in the name of employees at the time of exercise of option by employees.

15 Sales tax deferral

| Particulars | (₹ In Crore) | |
|---|----------------|--------|
| | As at 31 March | |
| | 2022 | 2021 |
| Unsecured | | |
| Sales tax deferral liability/loan, an incentive under Package Scheme of Incentives 1983 and 1993 - interest free, partially prepaid | 122.77 | 121.46 |
| | 122.77 | 121.46 |

The exemption of interest on the sales tax liability deferred for payment is considered as a Government grant and measured at an internal rate of return available for pre-payment of the liability as per the sales tax rules. [see note 34].

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

16 Provisions

| Particulars | (₹ In Crore) | | | |
|--|----------------|------|----------------|--------|
| | Non-current | | Current | |
| | As at 31 March | | As at 31 March | |
| | 2022 | 2021 | 2022 | 2021 |
| Provision for employee benefits [See note 38 of standalone financial statements] | | | | |
| Provision for gratuity | - | - | - | - |
| Provision for compensated absences | - | - | 127.56 | 129.66 |
| Provision for welfare scheme | 1.30 | 1.98 | 0.56 | 0.67 |
| | 1.30 | 1.98 | 128.12 | 130.33 |
| Other provisions | | | | |
| Provision for warranties [See footnote to note 16 of standalone financial statements] | - | - | 25.63 | 22.04 |
| | 1.30 | 1.98 | 153.75 | 152.37 |

17 Deferred tax liabilities (net)

| Particulars | (₹ In Crore) | |
|--------------------------|----------------|--------|
| | As at 31 March | |
| | 2022 | 2021 |
| Deferred tax liabilities | 480.23 | 620.73 |
| Deferred tax assets | 77.55 | 98.59 |
| | 402.68 | 522.14 |

See note 17 of standalone financial statements for detailed break-up of deferred tax liabilities/assets and movement in deferred taxes.

18 Other non-current liabilities

| Particulars | (₹ In Crore) | |
|--|----------------|------|
| | As at 31 March | |
| | 2022 | 2021 |
| Annuity payable to VRS/Welfare scheme optees | 0.30 | 0.50 |
| | 0.30 | 0.50 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

19 Trade payables

| Particulars | (₹ In Crore) | |
|--|-----------------|-----------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Total outstanding dues of micro enterprises and small enterprises | 150.64 | 121.20 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 3,481.51 | 4,452.91 |
| | 3,632.15 | 4,574.11 |

Dues - Outstanding for following periods from due date of payment

| Ageing schedule as at 31 March 2022 | Unbilled | Not due | Dues - Outstanding for following periods from due date of payment | | | | Total |
|---|---------------|-----------------|---|-------------|-------------|-------------------|-----------------|
| | | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| i. Micro enterprises and small enterprises (MSME) | - | 150.64 | - | - | - | - | 150.64 |
| ii. Others | 830.51 | 2,321.70 | 322.15 | 3.11 | 0.69 | 3.35 | 3,481.51 |
| iii. Disputed dues - MSME | - | - | - | - | - | - | - |
| iv. Disputed dues - Others | - | - | - | - | - | - | - |
| | 830.51 | 2,472.34 | 322.15 | 3.11 | 0.69 | 3.35 | 3,632.15 |

Dues - Outstanding for following periods from due date of payment

| Ageing schedule as at 31 March 2021 | Unbilled | Not due | Dues - Outstanding for following periods from due date of payment | | | | Total |
|---|-----------------|-----------------|---|-------------|-------------|-------------------|-----------------|
| | | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| i. Micro enterprises and small enterprises (MSME) | - | 121.20 | - | - | - | - | 121.20 |
| ii. Others | 1,237.57 | 2,953.75 | 251.82 | 6.34 | 0.58 | 2.85 | 4,452.91 |
| iii. Disputed dues - MSME | - | - | - | - | - | - | - |
| iv. Disputed dues - Others | - | - | - | - | - | - | - |
| | 1,237.57 | 3,074.95 | 251.82 | 6.34 | 0.58 | 2.85 | 4,574.11 |

20 Other financial liabilities

| Particulars | (₹ In Crore) | |
|--|----------------|---------------|
| | As at 31 March | |
| | 2022 | 2021 |
| Security deposits | 27.11 | 21.50 |
| Unclaimed dividend | 24.37 | 22.21 |
| Directors' remuneration and commission payable | 17.57 | 32.00 |
| Employee benefits payable | 192.77 | 178.55 |
| Other payables | 135.18 | 153.18 |
| | 397.00 | 407.44 |

Refer note 32 of standalone financial statements for financial liabilities measured at amortised cost.

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

21 Other current liabilities

| Particulars | (₹ In Crore) | |
|--|----------------|--------|
| | As at 31 March | |
| | 2022 | 2021 |
| Annuity payable to VRS/Welfare scheme optees | 0.27 | 0.39 |
| Advance received from customers | 301.92 | 408.03 |
| Taxes and duties payable | 97.31 | 47.05 |
| Other payables | 79.30 | 27.35 |
| | 478.80 | 482.82 |

22 Revenue from operations

| Particulars | (₹ In Crore) | |
|---|-----------------------------|-----------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Revenue from operations | | |
| Revenue from contracts with customers | | |
| Sale of products | 32,135.98 | 27,132.90 |
| Other operating revenue | | |
| Scrap sales | 29.25 | 18.67 |
| Export incentives | 551.27 | 245.59 |
| PSI | 30.50 | – |
| Royalty | 174.58 | 153.20 |
| Technical know how fees | 2.65 | – |
| Rent [See note 40 of standalone financial statements] | 26.67 | 29.45 |
| Insurance claims | 0.49 | 0.25 |
| Miscellaneous receipts | 91.86 | 55.08 |
| Government grants | 2.65 | 2.65 |
| Interest income on financial services to dealers | 98.81 | 103.29 |
| | 1,008.73 | 608.18 |
| | 33,144.71 | 27,741.08 |
| Revenue from contracts with customers (Goods transferred at a point in time) | | |
| India | 15,201.89 | 14,445.62 |
| Outside India | 16,934.09 | 12,687.28 |
| Total revenue from contracts with customers | 32,135.98 | 27,132.90 |
| Reconciling the amount of revenue recognised in the Statement of Profit and Loss with the contracted price | | |
| Revenue as per contracted price | 32,407.71 | 27,374.31 |
| Adjustments: | | |
| Cash discounts and target incentives | (242.90) | (183.94) |
| Sales promotion expenses | (28.83) | (57.47) |
| Revenue from contracts with customers | 32,135.98 | 27,132.90 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

23 Other income

| Particulars | (₹ In Crore) | |
|--|-----------------------------|----------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Investment income | | |
| Interest income on fixed income securities | 275.05 | 65.77 |
| Amortisation of (premium)/discount on acquisition of fixed income securities | (17.67) | (5.57) |
| Interest income on fixed deposits | 36.42 | 17.87 |
| Interest income on exchange traded funds | 204.68 | 76.85 |
| Interest income on fixed maturity plans | 388.93 | 842.51 |
| Interest income from financial assets at amortised cost | 887.41 | 997.43 |
| Dividend income on other strategic investments | 45.50 | - |
| Gain on valuation and realisation of mutual funds measured at FVTPL | 188.75 | 254.25 |
| Profit on sale of other investments, net | 110.62 | 15.74 |
| | 1,232.28 | 1,267.42 |
| Others | | |
| Surplus on sale of property, plant and equipment | 21.59 | 1.94 |
| Tax refunds/credits | - | 7.10 |
| Gains on exchange fluctuations | 30.27 | - |
| | 51.86 | 9.04 |
| | 1,284.14 | 1,276.46 |

24 Changes in inventories

| Particulars | (₹ In Crore) | | |
|---|-----------------------------|----------|-------------------------|
| | For the year ended 31 March | | |
| | 2022 | 2021 | (Increase)/ decrease |
| Inventories at the end of the year | 70.11 | 85.50 | 15.39 |
| Work-in-progress | 541.79 | 714.36 | 172.57 |
| Finished goods | 611.90 | 799.86 | 187.96 |
| Inventories at the beginning of the year | 85.50 | 57.60 | (27.90) |
| Work-in-progress | 714.36 | 522.78 | (191.58) |
| Finished goods | 799.86 | 580.38 | (219.48) |
| | 187.96 | (219.48) | |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

25 Employee benefits expense

| Particulars | (₹ In Crore) | |
|---|-----------------------------|-----------------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Salaries, wages and bonus to employees | 1,174.30 | 1,137.33 |
| Contribution to provident and other funds | 92.03 | 61.32 |
| Share based payment to employees | 15.36 | 6.90 |
| Staff welfare expenses | 81.10 | 82.55 |
| | 1,362.79 | 1,288.10 |

See note 38 and 39 of standalone financial statements.

26 Finance costs

| Particulars | (₹ In Crore) | |
|---|-----------------------------|-------------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Interest expense | 7.35 | 5.48 |
| Interest adjustment on Government grant | 1.31 | 1.18 |
| | 8.66 | 6.66 |

27 Depreciation and amortisation expense

| Particulars | (₹ In Crore) | |
|---|-----------------------------|---------------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Depreciation on property, plant and equipment | 244.63 | 232.15 |
| Depreciation on investment property | 1.17 | 1.60 |
| Amortisation of technical know-how | 21.98 | 24.97 |
| Amortisation of leasehold land | 1.98 | 0.65 |
| | 269.76 | 259.37 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

28 Other expenses

| Particulars | (₹ In Crore) | |
|--|-----------------------------|----------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| Stores and tools consumed | 132.43 | 116.05 |
| Power, fuel and water | 108.01 | 91.34 |
| Rent | 17.66 | 17.76 |
| Repairs to buildings | 38.42 | 30.12 |
| Repairs to machinery | 105.59 | 72.74 |
| Other repairs | 17.62 | 13.96 |
| Insurance | 11.03 | 6.57 |
| Rates and taxes | 17.50 | 24.46 |
| Payment to auditor | 2.17 | 1.85 |
| Directors' fees and travelling expenses | 0.93 | 0.99 |
| Commission to non-executive directors | 2.28 | 6.98 |
| Travelling expenses | 12.24 | 5.75 |
| Miscellaneous expenses | 490.63 | 395.79 |
| Loss on exchange fluctuations | - | 22.73 |
| Packing material consumed | 542.22 | 364.24 |
| Freight and forwarding expenses | 269.84 | 204.53 |
| Advertisement | 168.06 | 247.91 |
| Vehicle service charges and other expenses | 103.39 | 103.66 |
| Sales promotion expenses | 43.01 | 42.37 |
| Contribution to electoral bonds | - | 3.00 |
| Expenditure towards Corporate Social Responsibility (CSR) activities | 128.00 | 128.25 |
| Bad debts and other irrecoverable debit balances written off | 0.02 | 0.62 |
| Loss on property, plant and equipment sold, demolished, discarded and scrapped | 8.88 | 13.10 |
| Provision for doubtful debts and advances (includes expected credit loss on trade receivables) | (4.44) | 16.15 |
| | 2,215.49 | 1,930.92 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

Expenditure towards Corporate Social Responsibility (CSR) activities

| Particulars | (₹ In Crore) | |
|--|-----------------------------|--------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| a) Detail of spends | | |
| i) Gross amount required to be spent by the Group during the year | 128.00 | 126.91 |
| ii) Amount of expenditure incurred | 128.00 | 128.25 |
| iii) Shortfall at the end of the year | - | - |
| iv) Total of previous years shortfall | - | - |
| v) Reason for shortfall | NA | NA |
| vi) Nature of CSR activities | | |
| Poverty, Health, Sanitation, Water | 35.58 | 55.84 |
| Education, Special Education, Vocation, Livelihoods | 22.31 | 22.93 |
| Environment, Soil And Water, Protection of Flora and fauna | 8.58 | 28.93 |
| Heritage, Art, Culture, Handicrafts, Public Libraries | 0.28 | 1.75 |
| Veterans, War Widows, Dependents | 1.00 | - |
| Tech Incubator Within Academic Institution approved by Central Govt. | - | 10.00 |
| Rural Development | 4.38 | 3.94 |
| Gender/Women, Orphans, Homes and Hostels, Day Care | 3.18 | 0.63 |
| Others (including provision for unspent) | 52.69 | 4.23 |
| Total | 128.00 | 128.25 |
| No funds relating to other than identified and ongoing projects are required to be transferred to specified funds. | | |
| b) Amount spent in cash during the year on: | | |
| i) Construction/acquisition of any asset | - | - |
| ii) On purposes other than (i) above | 128.00 | 128.25 |
| | 128.00 | 128.25 |

29 Exceptional items

| Particulars | (₹ In Crore) | |
|--------------------------------------|-----------------------------|------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| PSI scheme | (315.28) | - |
| Gain on fair valuation of investment | (501.23) | - |
| | (816.51) | - |

PSI scheme: This is amount receivable from State Government of Maharashtra under Package Scheme of Incentive 2007 (PSI), for the period April 2015 to March 2021.

Gain on fair valuation of investment: Bajaj Auto International Holdings BV (BAIHBV), a 100% subsidiary of the parent Company, held 47.99% stake in KTM AG. BAIHBV, as on 29 September 2021, swapped 46.50% stake in KTM AG for 49.90% stake in Pierer Bajaj AG. The resultant gain in fair value of ₹ 501.23 crore is shown as an exceptional item.

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

30 Tax expense

| Particulars | (₹ In Crore) | |
|--|-----------------------------|----------|
| | For the year ended 31 March | |
| | 2022 | 2021 |
| (a) Tax expense | | |
| Current tax | | |
| Current tax on profits for the year | 1,667.11 | 1,348.10 |
| Deferred tax | | |
| Decrease/(increase) in deferred tax assets | (2.93) | (3.17) |
| (Decrease)/increase in deferred tax liabilities | (178.37) | 39.48 |
| Total deferred tax expense/(benefit) | (181.30) | 36.31 |
| Tax expenses | 1,485.81 | 1,384.41 |
| (b) Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate | | |
| Profit before tax | 7,651.68 | 6,241.43 |
| Tax at the Indian tax rate of 25.168% (Previous year - 25.168%) | 1,925.78 | 1,570.84 |
| Tax effect of amounts which are not deductible (taxable) in calculating taxable income: | | |
| – Corporate social responsibility expenditure | 32.22 | 33.04 |
| – Disallowance of estimated expenditure to earn tax exempt income | – | – |
| – Rate difference in amortisation of fixed income securities | (4.68) | (0.47) |
| – Rate difference on account of fair value of mutual funds | – | – |
| – Others | 4.88 | 1.73 |
| Tax effect of amounts which are deductible (non taxable) in calculating taxable income: | | |
| – Profits of subsidiaries not taxable in India | (290.18) | (76.11) |
| – Reversal in deferred tax due to tax rate reduction | – | – |
| – Tax-free interest | – | (0.16) |
| – Difference in tax rate on account of dividend received from subsidiary | – | – |
| – Dividend received on strategic investment | (11.45) | – |
| – Profit on investments not taxable | (109.48) | (64.93) |
| – Income from fair valuation of mutual funds | (60.51) | (78.54) |
| – Disallowance of expenditure incurred on rented property (net) | (0.77) | (0.99) |
| Tax expense | 1,485.81 | 1,384.41 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

31 Earnings Per Share (EPS)

| Particulars | For the year ended 31 March | |
|---|-----------------------------|-------------|
| | 2022 | 2021 |
| a. Profit for the year (₹ In Crore) | 6,165.87 | 4,857.02 |
| Weighted average number of shares outstanding during the year (Nos) | 289,367,020 | 289,367,020 |
| Less: Weighted average number of shares held by ESOP Trust i.e. Treasury shares (Nos) | 221,458 | 122,242 |
| Net weighted average number of shares outstanding during the year (Nos) | 289,145,562 | 289,244,778 |
| b. Earnings per share (Basic and Diluted) ₹ | 213.2 | 167.9 |
| Face value per share ₹ | 10.0 | 10.0 |

32 Notes to these consolidated financial statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the companies. Recognising this purpose, the Group has disclosed only such notes from the individual financial statements, which fairly present the needed disclosures.

33 Ratios

| Particulars | Remarks | Numerator | Denominator | For the year ended 31 March | |
|--------------------------------------|--|---------------------------------------|------------------------|-----------------------------|-------|
| | | | | 2022 | 2021 |
| (a) Current ratio | | Current assets | Current liabilities | 2.21 | 2.51 |
| (b) Debt equity ratio | Not applicable | | | | |
| (c) Debt service coverage ratio | Not applicable | | | | |
| (d) Return on equity ratio | | Profit after tax | Avg. net worth | 21.6% | 19.9% |
| (e) Inventory turnover ratio | | Material cost | Avg. inventory | 17.86 | 15.34 |
| (f) Trade receivables turnover ratio | | Revenue from contracts with customers | Avg. trade receivables | 15.18 | 12.22 |
| (g) Trade payables turnover ratio | Change is due to increase in material cost | Purchases | Trade payables | 7.23 | 4.72 |
| (h) Net capital turnover ratio | | Total income | Avg. working capital | 4.84 | 5.32 |
| (i) Net profit ratio | | Profit after tax | Total income | 17.9% | 16.7% |
| (j) Return on capital employed | | Profit before tax | Avg. capital employed | 26.2% | 24.9% |
| (k) Return on investments | | Profit before tax | Avg. net worth | 26.8% | 25.5% |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

34 Other disclosures

Other notes and disclosures to be inserted in the consolidated financial statements are similar to those of standalone financial statements of Bajaj Auto Ltd.; and hence have not been repeated here.

The relevant note references in the standalone financial statements are given below:

| Particulars | Note Reference of standalone financial statements |
|--|---|
| Fair value measurement | Note 32 |
| Financial risk management | Note 33 |
| Capital management | Note 34 (a) |
| Dividends distributed and proposed | Note 34 (b) |
| Contingent liabilities | Note 35 |
| Capital commitments | Note 36 |
| Employee benefits | Note 38 |
| Lease | Note 40 |
| Expenditure incurred on Research and Development | Note 41 |
| Share based payments (Employee stock option plans) | Note 43 |
| Estimation of uncertainties relating to COVID-19 | Note 44 |
| Dues to micro , small and medium enterprises | Note 45 |

There are no changes arising out of inclusion of the subsidiaries/associate amounts in the above disclosures.

35 Consolidated related party transactions are same as related party transactions of standalone Bajaj Auto Ltd.

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

36 Investment in an associate

The Group held 47.99% interest in KTM AG, Austria which was swapped for 49.90% stake in Pierer Bajaj AG on 29 September 2021.

Pierer Bajaj AG (formerly: PTW Holding AG) acts exclusively as the holding company of Pierer Mobility AG. The Pierer Mobility Group is Europe's leading 'Powered Two-Wheeler' (PTW) manufacturer with a focus on highly innovative sports motorcycles and electric mobility. With its KTM, HUSQVARNA Motorcycles, and GASGAS motorcycle brands, it is one of the technology and market leaders in Europe, especially when it comes to premium motorcycles.

Pierer Bajaj AG is a private entity that is not listed on any public exchange. The Group's interest is in Pierer Bajaj AG.

The following table illustrates the summarised financial information of the Group's investment in Pierer Bajaj AG (in Euro, which is its functional currency):

| Particulars | (Euro in Million) | |
|--|-------------------|---------------|
| | 31 Dec 2021 | 31 Dec 2020 |
| | Pierer Bajaj AG | KTM AG |
| Current assets | 1,040.91 | 666.37 |
| Non-current assets | 992.81 | 911.20 |
| Current liabilities | 618.80 | 391.75 |
| Non-current liabilities | 649.46 | 550.85 |
| Equity | 765.46 | 634.97 |
| Revenue | 2,041.73 | 1,413.98 |
| Cost of sales | (1,448.63) | (1,012.77) |
| Gross profit | 593.10 | 401.21 |
| Selling and racing expenses | (237.85) | (192.30) |
| Research and development expenses | (33.33) | (15.49) |
| Infrastructure and administration expenses | (129.05) | (86.60) |
| Other operating expenses | (1.99) | (0.29) |
| Other operating income | 0.74 | 0.13 |
| Share of profit of associates | 1.67 | (1.36) |
| Result from operating activities | 193.29 | 105.30 |
| Interest income | 1.86 | 1.52 |
| Interest expenses | (12.86) | (12.98) |
| Other financial result | 9.10 | (3.15) |
| Profit before tax | 191.39 | 90.69 |
| Tax expense | (48.72) | (19.48) |
| Profit for the year (continuing operations) | 142.67 | 71.21 |
| Total comprehensive income for the year (continuing operations) | 150.42 | 67.92 |

The associate had no contingent liabilities or capital commitments.

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

37 Segment information

Segment information is based on the consolidated financial statements.

Segment wise revenue, results and capital employed for the year ended 31 March 2022

The Company's Core Management Committee (CMC), examines the Group's performance both from a product and geographical perspective and has identified two reportable operative business segments. The Group's significant source of risk and rewards are derived from Automotive business and Investments, the performance of which is reviewed by the committee on a periodic basis and hence considered as individual operative segments.

(₹ In Crore)

(a) Business segment

| Particulars | Automotive | Investments | Consolidated |
|---|------------------|------------------|------------------|
| Revenue | | | |
| External sales and other income* | 33,271.47 | 1,157.38 | 34,428.85 |
| Inter segment sales and other income | – | – | – |
| Total revenue | 33,271.47 | 1,157.38 | 34,428.85 |
| * includes Revenue from contracts with customers: ₹ 32,135.98 crore | | | |
| Segment result | 6,505.57 | 1,154.77 | 7,660.34 |
| Finance costs | 8.66 | – | 8.66 |
| Tax expense | – | – | 1,485.81 |
| Non-controlling interest | – | – | – |
| Profit for the year | 6,496.91 | 1,154.77 | 6,165.87 |
| Segment assets | 7,512.66 | 22,785.52 | 30,298.18 |
| Investments in associate of subsidiary | 4,063.79 | – | 4,063.79 |
| Unallocated corporate assets | – | – | 749.24 |
| Total assets | 11,576.45 | 22,785.52 | 35,111.21 |
| Segment liabilities | 4,663.30 | – | 4,663.30 |
| Unallocated corporate liabilities | – | – | 24.15 |
| Total liabilities | 4,663.30 | – | 4,687.45 |
| Capital employed | 6,913.15 | 22,785.52 | 30,423.76 |
| Reconciliation of segment liabilities | | | |
| Total segment liabilities as above | | | 4,687.45 |
| Add: Considered as part of capital employed | | | |
| Sales tax deferral | | | 122.77 |
| Deferred tax liabilities | | | 402.68 |
| Government grant (current and non-current) | | | 38.65 |
| Total liabilities as per Balance Sheet | | | 5,251.55 |
| Capital expenditure | 458.62 | – | 458.62 |
| Depreciation and write downs | 269.76 | – | 269.76 |
| Non cash expenses other than depreciation | (4.44) | – | (4.44) |

(b) Geographic segment

| Particulars | India | Rest of the world | Consolidated |
|--|-----------|-------------------|--------------|
| Segment revenue: External sales and other income | 17,419.86 | 17,008.99 | 34,428.85 |
| Segment assets | 29,913.52 | 5,197.69 | 35,111.21 |
| Capital expenditure | 458.60 | 0.02 | 458.62 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

37 Segment information (Contd.)

Segment information is based on the consolidated financial statements.

Segment wise revenue, results and capital employed for the year ended 31 March 2021

(₹ In Crore)

(a) Business segment

| Particulars | Automotive | Investments | Consolidated |
|---|-------------------|--------------------|---------------------|
| Revenue | | | |
| External sales and other income* | 27,750.12 | 1,267.42 | 29,017.54 |
| Inter segment sales and other income | – | – | – |
| Total revenue | 27,750.12 | 1,267.42 | 29,017.54 |
| * includes Revenue from contracts with customers: ₹ 27,132.90 crore | | | |
| Segment result | 4,983.82 | 1,264.27 | 6,248.09 |
| Finance costs | 6.66 | – | 6.66 |
| Tax expense | – | – | 1,384.41 |
| Non-controlling interest | – | – | – |
| Profit for the year | 4,977.16 | 1,264.27 | 4,857.02 |
| Segment assets | 8,097.89 | 21,500.05 | 29,597.94 |
| Investments in associate of subsidiary | 3,288.96 | – | 3,288.96 |
| Unallocated corporate assets | – | – | 714.81 |
| Total assets | 11,386.85 | 21,500.05 | 33,601.71 |
| Segment liabilities | 5,619.22 | – | 5,619.22 |
| Unallocated corporate liabilities | – | – | 24.15 |
| Total liabilities | 5,619.22 | – | 5,643.37 |
| Capital employed | 5,767.63 | 21,500.05 | 27,958.34 |
| Reconciliation of segment liabilities | | | |
| Total segment liabilities as above | | | 5,643.37 |
| Add: Considered as part of capital employed | | | |
| Sales tax deferral | | | 121.46 |
| Deferred tax liabilities | | | 522.14 |
| Government grant (current and non-current) | | | 41.30 |
| Total liabilities as per Balance Sheet | | | 6,328.27 |
| Capital expenditure | 215.58 | – | 215.58 |
| Depreciation and write downs | 259.37 | – | 259.37 |
| Non cash expenses other than depreciation | 16.15 | – | 16.15 |

(b) Geographic segment

| Particulars | India | Rest of the world | Consolidated |
|--|--------------|--------------------------|---------------------|
| Segment revenue: External sales and other income | 16,330.26 | 12,687.28 | 29,017.54 |
| Segment assets | 29,151.11 | 4,450.60 | 33,601.71 |
| Capital expenditure | 212.83 | 2.75 | 215.58 |

Notes to consolidated financial statements for the year ended 31 March 2022 (Contd.)

38 Disclosure in terms of Schedule III of the Companies Act, 2013

| Particulars | Net Assets (i.e. total assets minus total liabilities) | | Share in Profit or (Loss) | | Share in other comprehensive income | | Share in total comprehensive income | |
|--|--|---------------------|---------------------------------------|---------------------|---|---------------------|---|---------------------|
| | As a % of consolidated net assets | Amount (₹ In Crore) | As a % of consolidated profit or loss | Amount (₹ In Crore) | As a % of consolidated other comprehensive income | Amount (₹ In Crore) | As a % of consolidated total comprehensive income | Amount (₹ In Crore) |
| 1. Parent: | | | | | | | | |
| Bajaj Auto Ltd. | 89.31% | 26,668.80 | 81.40% | 5,018.87 | 121.02% | 520.82 | 83.98% | 5,539.69 |
| 2. Subsidiaries (Indian) : | | | | | | | | |
| Chetak Technology Ltd. | - | 0.97 | (0.07%) | (4.03) | - | - | (0.06%) | (4.03) |
| Bajaj Auto Consumer Finance Ltd. | 0.01% | 3.05 | (0.04%) | (1.95) | - | - | (0.03%) | (1.95) |
| 3. Subsidiaries (Foreign): | | | | | | | | |
| PT Bajaj Auto Indonesia | - | 0.99 | - | (0.03) | (0.06%) | (0.27) | - | (0.30) |
| Bajaj Auto International Holdings BV | 14.81% | 4,421.77 | 18.70% | 1,152.71 | (13.95%) | (60.04) | 16.57% | 1,092.67 |
| Bajaj Auto (Thailand) Ltd. | 0.03% | 7.70 | 0.01% | 0.54 | 0.02% | 0.08 | 0.01% | 0.62 |
| Bajaj Auto Spain S.L. | 0.02% | 4.81 | - | (0.24) | - | - | - | (0.24) |
| Add/(Less): Non-controlling interest in all subsidiaries | - | (0.01) | - | - | - | - | - | - |
| Add/(Less): Inter-company eliminations | (4.18%) | (1,248.43) | - | - | (7.03%) | (30.23) | (0.47%) | (30.23) |
| Total | 100.00% | 29,859.65 | 100.00% | 6,165.87 | 100.00% | 430.36 | 100.00% | 6,596.23 |

39 Miscellaneous

- There have been no events after the reporting date that require disclosure in these financial statements.
- Amounts less than ₹ 50,000 have been shown at actual against respective line items statutorily required to be disclosed.
- The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- The Group has performed the assessment to identify transactions with struck off companies as at 31 March 2022 and identified one company with which the transaction value is below rounding off norms adopted by the Company (refund of deposit).
- The Group has not traded or invested in crypto currency or virtual currency during the financial year.
- The Group has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person.
- No funds have been advanced or loaned or invested either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other person or entity, including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- No funds have been received by the Group from any person or entity, including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

As per our report of even date

On behalf of the Board of Directors

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

Niraj Bajaj
Chairman

per Arvind Sethi
Partner
Membership Number: 089802
Pune: 27 April 2022

Dinesh Thapar
Chief Financial Officer

Rajiv Bajaj
Managing Director

Dr. J Sridhar
Company Secretary

Madhur Bajaj
Vice Chairman

Salient features of the financial statements of subsidiaries for the year ended 31 March 2022

Form AOC-1

In accordance with section 129(3) of the Companies Act, 2013, the salient features of the financial statements of subsidiaries is given below:

| Particulars | PT. Bajaj Auto Indonesia | Bajaj Auto International Holdings BV. (Consolidated) | Bajaj Auto (Thailand) Ltd. | Chetak Technology Ltd. | Bajaj Auto Consumer Finance Ltd. | Bajaj Auto Spain S.L. |
|---|---|---|--|----------------------------------|-----------------------------------|------------------------------------|
| a The date since when subsidiary was acquired | 20 February 2008 (being the effective date of demerger of erstwhile BAL) | 20 February 2008 (being the effective date of demerger of erstwhile BAL) | 20 December 2019 | 04 October 2021 | 06 December 2021 | 05 August 2021 |
| b Reporting period for the subsidiary | 1 April 2021 to 31 March 2022 | 1 April 2021 to 31 March 2022 | 1 January 2020 to 31 December 2020 | 04 October 2021 to 31 March 2022 | 06 December 2021 to 31 March 2022 | 05 August 2021 to 31 December 2021 |
| c Reporting currency as on the last date of the relevant financial year in the case of foreign subsidiaries | IDR (Indonesian Rupiah) | Euro | THB (Thai Baht) | INR | INR | Euro |
| d Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries | 1 USD = IDR 14349 1 USD = ₹ 75.79 | 1 Euro = ₹ 84.22 | 1 USD = THB 33.0911 1 USD = ₹ 75.79 | NA | NA | 1 Euro = ₹ 84.22 |
| e Share capital | 6.15 | 1,667.56 | 10.31 | 5.00 | 5.00 | 5.05 |
| f Reserves and surplus | (5.16) | 2,754.21 | (2.61) | (4.03) | (1.95) | (0.24) |
| g Total assets | 1.05 | 4,421.80 | 8.33 | 1.14 | 2.50 | 5.05 |
| h Total liabilities | 1.05 | 4,421.80 | 8.33 | 1.14 | 2.50 | 5.05 |
| i Investments | - | 4,063.79 | - | - | - | - |
| j Turnover | - | - | 8.37 | - | - | - |
| k Profit before tax | (0.03) | 1,152.71 | 0.54 | (4.03) | (2.60) | (0.24) |
| l Provision for tax | - | - | - | - | (0.65) | - |
| m Profit after tax | (0.03) | 1,152.71 | 0.54 | (4.03) | (1.95) | (0.24) |
| n Proposed dividend | - | - | - | - | - | - |
| o % of shareholding | 99.25% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |

On behalf of the Board of Directors

Niraj Bajaj
ChairmanDinesh Thapar
Chief Financial OfficerRajiv Bajaj
Managing DirectorDr. J Sridhar
Company SecretaryMadhur Bajaj
Vice Chairman

Pune: 27 April 2022



**THE WORLD'S
FAVOURITE
INDIAN**



BUSINESS RESPONSIBILITY REPORT

| Section A | General information about the Company | |
|------------------|--|--|
| 1 | Corporate Identification Number | L65993PN2007PLC130076 |
| 2 | Name of the Company | Bajaj Auto Ltd |
| 3 | Registered Address | Mumbai-Pune Road, Akurdi, Pune 411035 |
| 4 | Website | www.bajajauto.com |
| 5 | Email Address | brr.response@bajajauto.co.in |
| 6 | Financial year reported | 1 April 2021 – 31 March 2022 |
| 7 | Sector(s) that the Company is engaged in | Auto |
| 8 | Three key products/services manufactured/ provided by the Company | Motorcycles, three-wheeler and electric scooters |
| 9 | Total number of locations where business activity is undertaken by the Company | Akurdi, Chakan and Waluj (Maharashtra) and Pantnagar (Uttarakhand) |
| 10 | Markets served by the Company | India and 79 countries across the world |
| Section B | Financial details of the Company | |
| 1 | Paid up capital (INR) | 289 crores |
| 2 | Total turnover (INR) | 34,354 crores |
| 3 | Total profit after tax (INR) | 5,019 crores |
| 4 | Total spending on CSR as percentage of PAT (%) | Refer Annual Report for CSR activities |
| 5 | List of the activities in which expenditure in 4 above has been incurred | Refer Annual Report for CSR activities |

| Section C | Other details | |
|------------------|--|--|
| 1 | Does the Company have any Subsidiary Company/ Companies? | Yes (for details, refer Corporate Information section in notes to Consolidated Financial Statements) |
| 2 | Do the Subsidiary Company/Companies participate in the Business Responsibility Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s) | No |
| 3 | Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] | No |
| Section D | BR information | |
| 1 | Details of Director(s) responsible for BR | |
| | (a) Details of the Director/Director responsible for implementation of the BR policy/policies: | |
| | DIN Number | 07464437 |
| | Name | Mr. Pradeep Shrivastava |
| | Designation | Executive Director |
| | (b) Details of the BR head: | |
| | DIN Number (if applicable) | 05288401 |
| | Name | Mr. Dinesh Thapar |
| | Designation | CFO |
| | Telephone number | (020) 66106300 |
| | E-mail id | dthapar@bajajauto.co.in |
| | Principle-wise BR policy/policies | Included in this report |
| | Governance related to BR | Included in this report |

PREFACE

As mandated by the Securities and Exchange Board of India (SEBI), India's top 1,000 listed entities based on market capitalisation on the BSE and NSE, are required to submit a 'Business Responsibility Report' (BRR) along with their Annual Report for 2021-22. The report is required to be in line with the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' (NVGs), as released by the Ministry of Corporate Affairs in July 2011.

Bajaj Auto Ltd. ('BAL' or 'the Company'), to whom the said requirement is applicable, presents its 10th BRR in line with the NVGs and BRR requirements outlined by SEBI. This report provides information on key business responsibility initiatives undertaken by the Company and can be assessed from our website (<https://www.bajajauto.com/investors/financial-and-operational-performance>).

The business responsibility performance of the Company is assessed annually by BAL's Board of Directors.

PRINCIPLE 1



Businesses Should Conduct and Govern Themselves with Ethics, Transparency and Accountability

BAL is committed to conducting its business by adhering to the highest standards of professional integrity and ethical behaviour. The Company adopted an enterprise-wide 'Code of Conduct' (CoC), which is anchored on the key foundational values of ethics, transparency, and accountability. It addresses subjects such as bribery, corruption, and compliance to the Company's standards of business conduct and ensures compliance with regulatory requirements. It is mandatory for all employees globally to adhere to the CoC and are familiarised with it during their induction process.

BAL has a separate CoC for the Company's Directors and Senior Management. It reiterates that 'Directors and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment'. All Directors and Senior Management personnel have affirmed compliance with this CoC. This Code of Conduct is also present on the Company's website (<https://www.bajajauto.com/investors/policies-codes>) for easy reference by all stakeholders.

The CoC contains a 'Grievance Redressal Policy' and a 'Whistle Blower Policy' and in order to adhere to BAL's commitment, all employees have the liberty to raise concerns, if any, to the Company's Management. Three stakeholder complaints pertaining to the Company's policies under Principle 1 were received in 2021-22. Two of them were resolved and third complaint, which was received in March 2022, is in progress for investigation as of 31 March 2022.

BAL is a signatory of the World Economic Forum's initiative, 'Partnership Against Corruption Initiative' (PACI). Furthermore, the Company is also a signatory to the Model Code of Conduct developed by the Confederation of Indian Industry (CII).

PRINCIPLE 2



Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Innovation and technological development are critical aspects of BAL's consistent success. The R&D Division continuously works towards implementing various technological developments and enables the Company to achieve new benchmarks in the industry. In Akurdi, the Company has a cutting-edge R&D Centre where the management and senior leadership collaborate to enhance the synergy between R&D, manufacturing, and sales.

Of the several products rolled-out by the Company, details of some of the new products launch that has addressed social and environmental concerns are mentioned below

| Product | Social and Environmental Benefits |
|----------------------|---|
| Pulsar N250 and F250 | <ul style="list-style-type: none"> • Bigger tires for improved stability and control (100/80-17 Front and 130/70-17 Rear) enhancing safety to the customer • Bi-functional Projectors LED Head Lamps for energy efficient excellent road visibility, thereby increasing customer safety • Rear Mono shock for better handling • Mobile charger USB connectivity on Tank Flap, a location that is convenient for the customer • Instrument console with gear indicator, clock, fuel consumption, distance to empty features leading to efficient use of the vehicle • Environment-friendly engine that meets the BS6 exhaust and evaporative emission regulations. Also, it is compliant to the stringent Euro 5 regulation for the international markets. |

- Customer comfort and fatigue free driving due to positive gear shifting and light clutch incorporating Assist and Slipper (A&S) technology.
 - Viscous air filter element ensuring a consistent exhaust emission performance.
- New Chetak EV
- The new Chetak EV system parts have been designed in-house and developed locally
 - Offers enhanced acceleration and climbing performance for the customers
 - Supplied with a charging cable assembly, which has multi-level safety features such as shock protection to the user, charging disabled in absence of firm earthing, and voltage surge protection.
 - All the equipment come with aluminium casing. Aluminium being a conductor, the thermal connection directly feeds to cells for heat extraction.
 - In-built fan and smartly designed air passages for effective cooling.
 - Reduced charging time leading to lower downtime for the customer
- RE 4S CNG / LPG MonoFuel with Limphome feature
- Launched new RE 4S CNG / LPG version with a Limphome feature that enables drivers to continue using the vehicle even when the gaseous fuel tank goes empty. Special feature of the vehicle is the auto-changeover mechanism between gaseous and petrol versions even when the vehicle is running.
 - Improved start ability with fuel injection in both modes, thereby improving life of starter motor.
 - Use of high strength steels in the new RE 4S offers better durability and weight benefits.
 - All versions come with tubeless tyres that have been configured for better rolling resistance, which results in improved fuel efficiency and lower emissions. Tubeless tyres ensure that in case of a puncture, the tyre does not lose air pressure instantly and lets the vehicle continue to run without any safety concern.

Sustainable Sourcing

In order to integrate a safe and eco-friendly approach throughout the supply chain, BAL has a 'Green Purchasing Policy', which lists out the Company's expectations from suppliers pertaining to water, energy and natural resource conservation.

Local vendors are given preference whenever possible, and the Company has identified certain vendor clusters near each of its operations, resulting in overall socio-economic development and the creation of local job opportunities. BAL continues to maintain robust engagement with its vendors through the 'Bajaj Auto Vendor Association' (BAVA), which comprises of 240 members. Currently, 135 of these members are ISO 14001/OHSAS 18001 certified. Going forward, the Company plans to make these certifications a mandatory requirement for all of its vendors.

Safety has always been an important aspect of BAL's working culture and it has been the Company's constant endeavour to extend this safety culture among all its vendors. To this end, the BAVA Safety Committees have been formed at Chakan, Waluj and Pantnagar to institutionalize safety among the Company's vendors. Each committee consists of safety officers and HR heads of BAVA members in that cluster. All members in the committee are provided with regular safety trainings including specialized Behaviour Base Safety (BBS) trainings. A total of 194 cumulative safety cross-audits have been conducted among vendors within these clusters. Conducted by the members of BAVA Safety Committees, these audits not only serve to assess the vendor safety practices but also function as a platform for sharing best practices and cross-learning among the BAVA members. In April 2021, BAL initiated a process of self-safety audit as per the standard check sheet, which is being established at the vendor's end. The check sheet was further modified based on the inputs received from the Directorate of Industrial Safety and Health (DISH) and BAL's expertise and communicated to vendors.

The Company has completed 59 third-party legal and environmental audits of its vendors. Based on the closure of all Nonconformity (NCs) / Observations and detailed secondary research, a comprehensive list of applicable regulations for vendors has been created. In addition, a portal has been developed for all the BAVA members to upload their compliance status against these requirements. This portal is also used for sending alerts to ensure timely renewal actions. All the changes in the relevant laws are communicated to vendors in a timely manner and the same is updated on portal for their reference.

BAL has a Total Productive Maintenance (TPM) Policy, which assists Tier I and Tier II vendors to enhance their operational, human and cost efficiencies. Continuous improvement on SHE (Safety, Health and Environment) parameters is an important element of it. In 2021-22, 175 Tier I vendor groups and 298 Tier II vendors were practising TPM. To advance the adoption of TPM, the Company has instituted the TPM Awards, which recognize best TPM performing vendors. Cumulatively, 128 BAL TPM Awards and 71 BAL TPM Excellence Awards have been awarded to vendors. Furthermore, 25 vendors have been recognized with the JIPM TPM Excellence awards and 13 vendors have received JIPM TPM Excellence Consistency Award.

One of the focus areas in TPM is yield improvements in raw material weights through adoption of various process improvements, alternate processes, and efficiency improvement initiatives. These initiatives are expected to achieve efficiencies in overall raw material consumption over a period of time, thereby leading to positive environmental impacts.

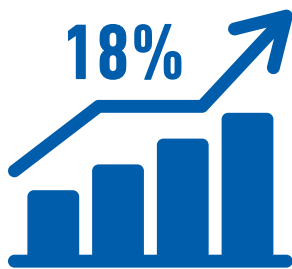
BAL also encourages its vendors to adopt best practices in energy conservation, including promotion of solar panel installation at major vendor locations. Currently, 39 vendors have installed roof-top solar projects (cumulative 35 MW capacity) at their premises, resulting in generation of green power and reduction in greenhouse gas emissions.

Further, on waste management, the Company primarily engages with authorized recyclers for the entire process from disposal to recycling of wastes such as used oil, batteries, and paint sludge, amongst others.

PRINCIPLE 3

Businesses should promote the wellbeing of all employees

The overall female GTE hire has gone up



BAL is committed to investing in skill and competency building of its employees and ensuring their overall progress and well-being, while driving a culture of performance excellence within the Company. During the financial year 2021-22, BAL hired 3,799 employees, including 275 permanent employees, 311 on probation, 3,183 trainees (including 222 interns) and 30 fixed-term contractual employees. The total headcount stood at 10,134 employees as of 31 March 2022. Each of the four plants have Company-recognised trade unions, and 35% of the employees are members of these unions. Currently, BAL has 17 specially-abled permanent employees. As an equal opportunity employer, BAL promotes diversity and inclusion, and encourages employment of women across the organization. The overall female Graduate Trainee

Engineer (GTE) hire has gone up from 2% in 19-20, 8% in 20-21, 18% in 21-22. We partnered with India Diversity Forum as founding member which has helped us brand Bajaj Auto as a diversity focused organization culminating in 14k+ likes on LinkedIn. We are ranked 115 out of 334 participants in a diversity survey of Best Companies for Women in India Award, conducted by Working Mother and Avtar Best Companies for Women in India (BCWI). As on 31 March 2022, the Company has 667 women employees with almost 64% of women working in manufacturing plants and in engineering.

BAL has a 'Prevention of Sexual Harassment at Workplace' (POSH) policy with the aim of ensuring safety and security of its women employees. No complaints were filed relating to child labour, forced labour, involuntary labour, and sexual harassment during the financial year under review.

Ethics and values have always been the core elements of BAL's operations and the Company takes stringent actions against any violation. BAL strives to ensure that its Code of Conduct policy is implemented in the organization effectively and encourages its employees to report any incidents of violation without fear of hierarchy or retaliation. The Company has partnered with Integrity Matters® for Bajaj Auto Ethics Helpline. The employees can report any ethical violations including violations of

Code-of-Conduct, policies, or any legal compliance through this helpline. While employees are encouraged to report in a transparent and open manner, the reporting can also be done anonymously.

The Company has been evaluating advanced digital technologies such as Virtual Reality (VR) and Augmented Reality (AR) for learning delivery. These technologies have significant potential to help us leapfrog our competition in terms of training delivery for Diploma Trainee Engineers and Line Engineers.

O **Complaints filed during the year relating to**

- **Child labour**
- **Forced labour**
- **Involuntary labour**
- **Sexual harassment**

BAL has partnered with Librarywala, an online book and digital library, for its employees belonging to the mid management cadre and above. The offering provides access to over 1,00,000 physical books, doorstep delivery and pick-up, and availability of e-books in 10+ languages, among other benefits.

BAL has launched UTSAH, which is a state-of-the-art wellness and recreational facility spread across 6.5 acres in Akurdi, for all its employees. As part of the UTSAH launch, a new library facility was also inaugurated, which has been built on a world-class Library Management System helping the Company to automate all the activities with minimum human intervention.

As an employee-centric organization, BAL has been providing continuous and constant support to its employees through various measures and initiatives. In this regard, during 2021-22, a compassionate benevolent scheme was introduced to support the families of employees who have passed away due to the COVID-19 pandemic. Under this intervention, the Company extended its help in the following manner:

- BAL would pay Monthly Gross Salary (excluding retirals) up to a maximum of INR 2 lakh p.m. for 24 Months
- BAL would provide education assistance for up to 2 children until they complete their graduation degree
- The benefits under the hospitalization insurance policy will be extended up to a period of 60 months for the spouse and up to 2 children till 25 years of age.



Bajaj Auto's recreational facility for employees – 'Utsah'

After a successful first phase of the COVID-19 vaccination drive for its employees aged above 45 years, in association with local authorities, BAL launched a dedicated vaccination drive for all employees aged over 18 years across all its plant locations. The facility also covered the family of the employees. Furthermore, the Company extended the vaccine support to all its contract employees and their families.

The Company launched an initiative – Doctor 24x7, which is a teleconsultation app that enables all its employees to virtually consult with well-qualified doctors, medical practitioners, and experts across India at zero cost. More than 5,000 employees have already installed and started using the services. The Company has also launched 1 to 1 help, an 'Employee Assistance Program' aimed at catering to the employee's emotional and psychological needs.

PRINCIPLE 4

Businesses should respect the interests of, and be responsive towards all Stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

Adhering to the core tenets of fairness and non-discrimination, the Company provides equal opportunity to all its employees and has established processes to ensure that no form of discrimination against the socially disadvantaged sections occurs at the workplace. Launched in 2006, the 'Code of Conduct for Affirmative Action' formalizes this commitment and ensures that equal preference is given to people from socially disadvantaged sections of the society ensuring that merit and other business considerations are equal. During 2021-22, BAL recruited 3,799 new employees of which 376 (10%) belong to scheduled castes and scheduled tribes.

10%

of new employees recruited belong to scheduled castes and scheduled tribes

BAL has mapped its internal and external stakeholders and identified the disadvantaged, vulnerable and marginalized stakeholders. The Company selects its Corporate Social Responsibility (CSR) proposals, which undergo multiple reviews including field visits prior to a final review by the Board CSR Committee. In 2021-22, each of BAL's CSR partners have undertaken detailed stakeholder engagement and beneficiary selection exercises. Also, a total of 1,250 beneficiaries were contacted via 1,150 surveys/focussed group discussion and one-to-one stakeholder interviews through this exercise.

PRINCIPLE 5

Businesses should respect and promote human rights.

As a responsible global organization committed to the universally agreed principles of human rights, BAL values integrity of all regulations. The Company ensures compliance with all applicable laws and strives to uphold the human rights of all its internal and external stakeholders. A quarterly legal compliance report is also submitted to the Company's Board of Directors. In 2021-22, BAL recorded zero complaints against violation of human rights.

PRINCIPLE 6

Business should respect, protect, and make efforts to restore the environment.

In order to integrate a safe and eco-friendly approach throughout the supply chain, BAL has a 'Green Purchasing Policy', which lists out the Company's expectations from its suppliers pertaining to water, energy and natural resource conservation. The Company ensures that its suppliers adhere to ethical conduct related to Environment, Health & Safety and other aspects such as Human Rights and Child Rights.

BAL is committed to creating and preserving a cleaner environment and has aligned its sustainability practices across the entire value chain, including product development, plant operations and the supply chain. Towards this, the Company continuously strives to reduce the impacts of its operations on the environment through sustainable practices and responsible use of resources. BAL follows the mission statement to be "Distinctly Ahead" in creating the benchmarks for resource conservation, maximizing use of renewable energy, and pollution control throughout its product realization cycle. Additionally, the environmental risks are captured in the SHE MS Documents and are periodically updated through an annual review.

Below are the key highlights of the plant-wise SHE initiatives and performance:

Akurdi Plant

- Use of Induction LED for street lighting, shop lightings and office fittings
- Use of energy efficient pumps for Effluent Treatment Plant and water supply
- Use of Solar Power from roof top 3.22 MWp solar power plant
- Optimum utilization of energy in water chillers for R&D process area
- Efficient use of Sewage Treatment Plant (STP) treated water for gardening
- Electrical savings of over INR 3 crores in 2021-22 from use of renewable energy

Chakan Plant

- 1.3 % decrease in specific Power Consumption (Unit/Vehicle)
- 1.5 % decrease in specific PNG Consumption (Kg/Vehicle)
- 3.6 % decrease in specific Water Consumption (m³/Vehicle)
- 5.8 % decrease in specific Carbon emission (kg/Vehicle) Scope 1 and 2 emission
- Rainwater harvesting in pond of 83,500 cubic meter.
- Chakan Plant is 'Water Positive Plant' as it ensures higher annual ground water recharge than plant water consumption
- Composting of food waste using Black Soldier Flies (BSF) larva
- Installed Reverse Osmosis (RO) plant for treating Effluent Treatment Plant (ETP) treated water, which is used in paint shop- Installation of RO Stage 2 plant. MEE plant commissioning in progress
- Sustainable Practice in Hazardous Waste disposal – 70% of Waste Paint Sludge is sent for recycling instead of Incineration / Landfill
- Clean Energy Generation of 21.2 lac unit from 2 MWp Rooftop Solar Plant and reduction of 1,782 tons of carbon emission
- Planted ~200 fruit sapling in 2021-22; cumulative number of trees of varied species planted till date: 46,850

Pantnagar Plant

- Despite lesser production and higher power load due to equipment addition, BAL was able to sustain specific power consumption in terms of units/Vehicle.
- 11.7% decrease in Specific PNG Consumption (Kg/Vehicle)
- 3.8% decrease in Specific Water Consumption (m³/Vehicle)
- 32.3 % decrease in specific carbon emission (kg/Vehicle) scope 1 and 2 emission
- Trained 16,085 contractual workmen and 1,813 BAL employees on SHE Topic
- Rainwater storage pond of 47,000 cubic meter



Rooftop Solar Plant at Pantnagar

- Clean Energy Generation of 10.6 lacs unit from 1 MWp Rooftop Solar Plant resulted in reduction of 893 tons of carbon emission
- Constructed new rainwater storage ponds for water conservation improving the storage capacity from 25,000 KL to 47,000 KL and therefore making Pantnagar a 'Water Positive Plant'

Waluj Plant

- 9.2% decrease in specific Power Consumption (Unit/Vehicle)
- 9.3% decrease in Specific LPG Consumption (Kg/Vehicle)
- 0.04% decrease in Specific Water Consumption (m³/Vehicle)
- 24.2 % decrease in specific carbon emission (kg/Vehicle) scope 1 and 2 emission
- Trained 4,517 contractual workmen and 949 BAL employees on SHE Topic
- Sustainable Practice in Hazardous Waste disposal – 35% of Waste Paint Sludge is sent for recycling instead of Incineration / Landfill



Ground Water Recharge at Waluj

- Clean energy generation of 53.2 lac unit from 5-Megawatt peak (MWp) Rooftop Solar Plant and reduction of 4,588 tons of carbon emission
- Several water conservation techniques implemented such as condition-based cleaning of Pre-Treatment Cathodic Electro Deposition (PTCED) Water Tanks, Demineralised (DM) Water conservation by automation, Use of RO water directly for DM water generation, etc. This led to water savings of 2,180 KL/ month
- Waluj Plant is 'Water Positive Plant' as it ensures higher annual ground water recharge (8 lac KL) than plant water consumption (4.5 lac KL)
- Reduced LPG consumption at Phosphate stage by reduction in C-hanger heat load & optimising tank size at paint shops. This led to LPG savings of 144 Kg / day
- Planted approximately 500 fruit saplings in 2021-22; cumulative number of trees of varied species planted till date stood at 61,402

HEALTH AND SAFETY

Akurdi

- 9 mock drills conducted, and SHE Trainings provided to 803 contract employees and 138 BAL workmen

Waluj

- 78 mock drills conducted, and 314 Safety Trainings were provided to 7,121 BAL employees and contractual workmen
- 49 Health and Safety Audits were conducted in 2021-22

- Utilization of digital platform for worker's participation and engagement in safety management system via organizing online safety quiz on digital portal
- Formation of machine health and hygiene check mechanism to ensure advanced engineering control sustenance on machineries.

Chakan

- 12 mock drills conducted, and 27 Safety Trainings provided to 5,945 BAL employees and contractual workmen
- 39 Health and Safety Audits were conducted in 2021-22

Pantnagar

- 23 mock drills conducted, and 583 trainings held for 17,898 BAL employees and contractual workmen
- 50 Health and Safety Audits conducted in 2021-22
- Development of structure for Vertigo Test – Proactive capturing of fall prone cases
- HD of vertical lifeline on Jig tripping and Hot water generator chimneys – Prevention of serious accident due to fall
- Positive locking of lifting tools and tackles – Prevention of accidents during heavy material handling

All emissions and waste generated by the Company are within the limits defined by the Central Pollution Control Board (CPCB) and State Pollution Control Board (SPCB). One Show Cause Notice was served during the CTO application by the Maharashtra Pollution Control Board (MPCB) to the Akurdi Plant. The same was satisfactorily resolved in consultation with MPCB.

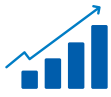
PRINCIPLE 7



Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

As a responsible corporate citizen, BAL actively engages with several industry associations and government bodies to present its views on setting up of new industry standards and regulatory developments related to the automotive manufacturing industry, at both domestic as well as global platforms. The Company's ongoing dialogues through these platforms cover a wide range of areas, which include governance and administration, economic reforms and inclusive development policies, among others. BAL aims to bring about a positive impact in the business ecosystem of the automotive manufacturing industry through such engagement. Listed below are some of the key industry associations of which BAL is member:

- Confederation of Indian Industry
- Society of Indian Automobile Manufacturers
- Federation of Indian Export Organizations
- The Automotive Research Association of India
- Mahratta Chamber of Commerce, Industries and Agriculture
- National Safety Council
- The Advertising Standards Council of India
- Indian Merchant Chamber
- Bombay Chamber of Commerce and Industry

PRINCIPLE 8

Businesses should support inclusive growth and equitable development.

Since the inception of the Corporate Social Responsibility Rules in 2014, the Bajaj Group has partnered with more than 400 NGO partners to support interventions in the areas of health, education, women empowerment, and environmental sustainability. Bajaj Group has spent over INR 1,600 crores till date towards these projects.

In 2021-22, the Bajaj Group undertook a revisioning exercise for CSR and agreed to focus on 'Skilling' as a common flagship priority across the Group companies. In addition, BAL decided to focus on challenges faced by 'Fenceline' communities who are adjacent to the manufacturing facilities and work towards improving the quality of life for these communities.

Our Activities

A. Health

In 2021-22, BAL has contributed INR 39 crores towards different health segments. The COVID-19 response activities have continued to remain a priority this year with INR 12 crores contributed towards mitigating the impact of the crisis. Highlights of some key interventions in 2021-22 under the Healthcare sector include:

Response to COVID-19 second wave: BAL has been a core supporter of project #MissionVayu, an industry led effort by Maratha Chamber of Commerce Industries and Agriculture (MCCIA) to alleviate impact of the pandemic. As a part of this initiative, the Company has:

- Supported distribution of 69 BiPAPs and 400 oxygen concentrators
- Supported installation of 4 oxygen plants in key rural hospitals in Pune District to alleviate the load on the Pune urban health infrastructure
- Provided more than 200 oxygen supported beds in different parts of Pune district



Mobile Health Care Unit

- Supported distribution of 4,000 jumbo oxygen cylinders to NCT Delhi via Give India Foundation, Delhi
- Provided support for setting up of 2 oxygen plants in key government hospitals of West Bengal

BAL has also supported various partner led projects to fight the COVID-19 crisis key among which include:

- Carried out community outreach for vaccination in hard-to-reach sectors of the community with support of the Pune Zilla Parishad to increase the coverage of vaccination. Total 8,80,00 people were vaccinated through this support
- Extended support to Kailash Satyarthi Children's Foundation towards distributing COVID care kits comprising oxygen concentrators and pulse oximeter to 258 registered Child Care Institutes (CCIs) in Rajasthan and Maharashtra. 12,900 children have benefitted through this support.
- Extended support to MAHAN Trust to create community plus hospital-based interventions in Melghat region of Maharashtra

Additionally, the Company has continued to support other ongoing Health (non-COVID) projects such as:

- Support to Prashanti Cancer Care Mission towards breast cancer research
- Support to MAHAN Trust to reach out to 33,000 malnourished tribal children in the Melghat region of Maharashtra
- Support to Arohi to create access to quality healthcare in rural Kumaon. Through this support, BAL has benefitted 3,249 people from Okhalkhanda Block (Nainital district) with primary as well as secondary healthcare support.
- Support to Parivartan Trust through its mental health programme

2. Education

BAL focuses on primary education with an aim to address issues related to:

- Low learning outcomes
- Early childhood education
- Dropouts and lack of access to formal schooling

Total contributions made to the Education initiative in 2021-22 was INR 14 crores. Some of the key interventions made in 2021-22 under the education sector include:



Book distribution by Room to Read

- Fellowship and Beyond the Classroom program with Teach to Lead: The project under the Fellowship program supports 100 fellows from top institutes and trains them to serve as full time teachers for children from low-income communities in some of the nation's most under-resourced schools. 'Beyond the Classroom' initiative also partners with 4 of its alumni organizations to support BAL sponsored schools with activity-based learning.
- Literacy program with Room to Read: The program is ongoing in Maharashtra and Uttarakhand, covering 18,600 children from 120 schools. It envisions to reach additional 33,480 children in the coming time by engaging with teachers to provide them with training and support.
- The 'Wings of Doon' program: The 'Wings of Doon' program in collaboration with the Aasraa Trust aims to provide mentorship, guidance and educational support to children who have been successfully mainstreamed into regular schools. The project is ongoing in 8 government schools and is benefitting 2,923 children.

In addition to the above, BAL has provided infrastructural support to 7 NGO partners to set-up schools for children. Highlights of such projects include:

- Hostels and residential quarters at Shiksha Mandal's Bajaj Institute of Technology, Wardha
- Support to police public school, Aurangabad for construction of classrooms

3. Livelihood

The Company recognizes the need to empower and uplift the urban and rural poor in the country so that they can generate sustainable and joyful livelihood opportunities for themselves and their families. Total contributions made towards the livelihood sector in 2021-22 is INR 7 crores. Some key interventions made in 2021-22 under the livelihood sector include:

- Incorporating multi-skill foundation course through LAHI: The project seeks to address the issues of low-quality delivery of vocational course in secondary and higher secondary schools in the states of Rajasthan and Uttarakhand by providing in-house technical management expertise. The project intends to achieve the following results:
 - o Revision in state policy to scale up vocational education in both states
 - o Benefit 2,000 children through multiskilled vocational educational programs in the trades such as general engineering, energy and environment, Food processing, and Healthcare and Gardening, amongst others.
- BAL is also supporting Bandhan Konnagar to develop hardcore poor by developing them as entrepreneurs in Udhamasinghnagar and supporting the research program on financial sector and sub-national economic reforms by the Center for Social and Economic Progress in Delhi.

Bajaj Youth Entrepreneurship Development Program in partnership with BYST: BAL partnered with BYST to commence an exclusive B.A. program in the Aurangabad district. The idea behind BA-BYST Youth Entrepreneurship Development Programme (BYST-EYDP) is to assist the disadvantaged youth in developing business ideas into viable enterprises under the guidance of a mentor. The enrolled young entrepreneurs are nurtured till they reach a level where they are not only self-sufficient, but also able to make successful contributions to society through creation of wealth and employment.

4. Environment and Natural Resource management

BAL has adopted an environment-friendly approach across all its initiatives, manufacturing processes and technological innovations. The same is extended through its CSR programs as the Company supports multiple initiatives such as water conservation in the drought-prone districts of Aurangabad, Rajasthan, respectively and spring revival in the distant locations of Kumaon. Total contributions made in this sector include INR 5 crores

Key intervention made in 2021-22 under the Environment and Natural Resource Management include:

- Bajaj Water Conservation Project (BWCP): The Bajaj Water Conservation Project covers close to 150 villages in Aurangabad – covering a geographical area of close to 1 lakh Ha. It brings together 6 NGOs, including Jankidevi Bajaj Gram Vikas Sanstha, working on water conservation and strengthening of community water stewardship. The project has completed the construction of 119 new and 242 repair of water harvesting structures in 2021-22.

Jankidevi Bajaj Gram Vikas Sanstha (JBGVS) is a Registered Society and a Trust that functions as BAL's in-house NGO. JBGVS works in 450 villages and about 15 slums in the 5 core districts of Pune, Aurangabad, Wardha in Maharashtra, Sikar in Rajasthan, and Udhamasinghnagar in Uttarakhand. The Integrated Rural Development Project is a flagship intervention of JBGVS cutting across the themes of water, health, education, livelihood, and micro-entrepreneurship, amongst others. The project is designed as a 'Holistic Rural Development Programme' that seeks to bring about dignified and healthy living among the rural communities and strengthen community self-governance in 245 villages.

Third party assessment of CSR projects was initiated basis the Board CSR Committee instructions from 2019-20. This included a mix of End Term assessments as well as Mid Term assessments of larger projects. Agencies are selected via the established vendor selection process. In addition to project impact assessments, detailed (voucher level) financial audits were piloted in 2021-22.

PRINCIPLE 9



Businesses should engage with and provide value to their customers and consumers in a responsible manner

BAL is a firm believer in the philosophy of 'Customer First', which is a fundamental driver for business excellence. Guided by its Quality Policy, the Company uses various modes such as service centers, web-based interfaces, dealer showrooms, social media and call centers to engage with its customers and seek feedback for continuous improvement and enhanced customer experience. BAL also ensures regular engagement with local service providers through structured familiarization programs and trainings.

Motorcycles:

Underlining its truly global customer base, BAL continues to build on the brand identity of 'The World's Favourite Indian' that reflects the presence of BAL as a market leader in several countries across the world. In line with BAL's business vision, its Motorcycle Business has adopted TPM, The Prime mover towards Excellence, to continuously improve its core competence in Service. The Company has rolled out the TPM concepts across all BAL dealer workshops and all of them are actively practicing the TPM methodology. 120 of BAL's dealerships are now TPM certified.

98%
of the emails
being responded
within 10 minutes

BAL service has always kept customer satisfaction as its key priority. NPS and Digitization are at its center. With the aim of improving transparency for customers, customer journey is now scripted digitally and moving towards paperless service operations at the dealerships. The response time towards customers has been phenomenal; 90% of the customers are being responded within one hour and 98% of the emails being responded within 10 minutes.

During 2021-22, BAL's domestic motorcycle service team worked on back-end and front-end app, in order to bring greater transparency and efficiency of operations. This app is based on 11 key moments, which were obtained from detailed customer feedback based on the Net Promoter Score (NPS).

BAL's Service Strategy is aimed at delivering an exceptional customer experience at workshops, which is coined as Customer Success. The key elements being:

- to step up the capability of channel and internal team
- to enhance the quality of network along with culture transformation at the workshops
- to instigate best in class norms for upcoming workshop under their ambitious project termed as NEXGEN Workshop
- to bring about more rigor on process and system compliance and bring along digital transformation.
- to achieve desirable business outcomes through improved Net Promotor score and dealer workshop revenue growth

To ensure safeguarding of customers warranty terms and conditions and to give them a hassle-free riding experience, BAL has launched exclusive SECURE Program in India under which value added services are sold such Annual Maintenance Contract (AMC), Roadside Assistance (RSA), and Any Time Warranty (ATW), amongst others.

To further transform the customer experience, BAL has launched a project to establish benchmark workshops across the industry and termed it as NEXGEN. Under this initiative, BAL has worked immensely on strengthening Digital Transformation and addressing the feedback obtained from the Net Promoter Score (NPS). In a drive of transformation, the Company is upgrading infrastructure of dealer workshops to make its facility more pleasing for customers and highly efficient for the workshop team. At the same time, digitization has brought transparency in areas of service cost and helped our customers with online service booking facility, menu servicing options, monitor vehicle status from the comfort of home, and hassle-free payment systems.

Furthermore, the Company is also working on revamping the infrastructure of Authorized Service Dealers (ASD) and creating an app to assist its development and thereby ensuring uniform service experience for our customers PAN India.

Commercial Vehicles:

With the aim of moving towards sustainable practices, Bajaj has launched its 'CNG Behtar Hai' initiative. This campaign is focused on driving the customers towards a more environment-friendly fuel type, that is, CNG. This drive would also enable customers to increase their income owing to better operating economics of this fuel type. Additionally, this project is in line with the Indian government's efforts to promote eco-friendly mode of commuting.

BAL has embarked on a wide scale promotion of CNG vehicles to provide superior economy and drive comfort of alternate fuel (CNG) to customers. This is aided by government's expansion of CNG pipeline in new areas. This promotion is currently running in more than 160 districts in India.

BAL has further continued its 'Swarozgar Campaign' and the 'Driver Bane Malik' initiatives. The Swarozgar Campaign gives opportunity to the rural and unemployed youth to enter the three-wheeler business. Under the Driver Bane Malik initiative, assistance is provided to contract drivers to help them in purchasing their vehicles.

To enhance customers' experience at BAL's dealerships, the Company has started to capture the feedbacks and measure the NPS score at main dealerships. Currently, the NPS initiative is running at 104 dealerships and proactive actions are being taken to improve the processes. Moreover, the Company has dedicated call center in place to do in-bound and out-bound customer call for concern addressal and feedbacks. Currently, 64 cases are pending on the Consumer Forum, however, no complaints are logged at national consumer grievance portal.

Electric Vehicle:

The electric vehicle launched by BAL in 2019-20 – 'Chetak', is now available for booking in 20 cities across India. Besides being environment-friendly with zero emissions, Chetak is much quieter to run than the petrol-powered two-wheelers and at the same time it provides a safe and comfortable experience to its riders. The process of purchasing the vehicle is simple and is completed online through the Chetak e-commerce portal. This includes booking, uploading documents, choosing the financing and insurance option, and then finally making the payment. The customer needs to visit the store only for document verification and to receive the final delivery.

To further improve the online experience to a prospective owner, an 'e-showroom' has been put in place on the Chetak website (www.chetak.com), that largely replicates the in-showroom experience. In addition to this, the FAQ section of the website is built in such a way that it answers almost all technical queries of customers. From the history of the brand, to a complete virtual tour, ushered by an AI-powered assistant, the e-showroom offers a best-in-segment online buying experience.

With the aim of continuously improving the customer satisfaction levels, customer feedback is collected at various points in the customer's purchase journey, right from the test ride to the delivery. With the early set of owners providing positive feedback on the product as well as the experience, the Chetak is primed to build on its initial success.

BAL has a robust mechanism in place to receive and respond to consumer complaints and feedback. A unique identification number is generated and given to the customer. All complaints are digitally recorded and monitored. The Turnaround time (TAT) for consumer complaints is always maintained <5 days for all <300 complaints received. Further, the Company has a dedicated call center to respond to all complaints. During the year under review, no customer survey was carried out by the Company.