

Disclosure pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as on 31 March 2024

A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by Institute of Chartered Accountants of India ('ICAI') or any other relevant accounting standards as prescribed from time to time:

The disclosures are provided in note no. 43 of the notes to the standalone financial statements of the Company for the financial year ended 31 March 2024.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations in accordance with 'Indian Accounting Standard 33 - Earnings per share' issued by ICAI or any other relevant accounting standards as prescribed from time to time: ₹ 264.60

C. Details related to Bajaj Auto Employee Stock Option Scheme 2019 ('BAL- ESOS 2019'/'the Scheme'):

The BAL-ESOS 2019 has been formulated by the Nomination and Remuneration Committee (which also acts as the Compensation Committee for implementation of the Scheme) of the Board with an aim to provide competitive remuneration opportunities to employees of the Company and was approved by the Board at its meeting held on 30 January 2019 and by the members of the Company vide special resolution through postal ballot on 13 March 2019 in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended ('SEBI SBEB Regulations').

I. Details related to BAL-ESOS 2019 are given below:

Sr. No.	Particulars	BAL-ESOS 2019
1.	Date of shareholders' approval	13 March 2019
2.	Total number of options approved	5,000,000 options convertible into 5,000,000 equity shares of ₹ 10 each
3.	Vesting requirement	The vesting period shall commence on the expiry of 1 year from the date of grant of options or such period as may be decided by the Compensation Committee at the time of each grant of options. The options would vest not earlier than 1 year and up to 10 years from the date of grant of options or such period as may be decided by the Compensation Committee at the time of each grant of options. The Options granted shall vest so long as the employee continues to be in the employment of the Company [including subsidiary companies/holding company (if any)].
4.	Exercise price or pricing formula	The exercise price for the purpose of grant will be the closing market price one day prior to the date of grant, on the stock exchange where highest trading volume of the equity shares of the Company is registered, subject to the condition that the exercise price will not be less than the face value of the shares (₹ 10/-) under any circumstances.

Sr. No.	Particulars	BAL-ESOS 2019
5.	Maximum term of options granted (years)	The exercise period would commence from the date of vesting and will expire on completion of 8 years from the date of vesting of options or such period as may be decided by the Compensation Committee at its sole discretion from time to time.
6.	Source of shares	Primary and/or Secondary issuance.
7.	Variation in terms of ESOP	Nil

II. Method used to account for ESOS: Fair Value Method.

III. Where the Company opts for expensing of the options using the intrinsic value of the options, difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used fair value of the options & the impact of this difference on profits and on EPS of the Company:

Not Applicable as fair value has been accounted.

IV. Details of Options (Option Movement during the year):

Sr. No.	Particulars	Details
i.	Number of options outstanding at the beginning of the period	885,487
ii.	Number of options granted during the year	475,268
iii.	Number of options cancelled during the year	26,580
iv.	Number of options forfeited/lapsed during the year	–
v.	Number of options vested during the year	146,340
vi.	Number of options exercised during the year	180,686
vii.	Number of shares arising as a result of exercise of options	180,686
viii.	Money realised by exercise of options (INR), if scheme is implemented directly by the company	–
ix.	Loan repaid by the trust during the year from exercise price received	₹ 65.12 crore
x.	Number of options outstanding at the end of the year	1,153,489
xi.	Number of options exercisable at the end of the year	247,178

V. Weighted-average exercise prices and weighted-average fair value of options whose exercise price equals or exceeds or is less than the market price of the stock:

1. Weighted average exercise price of options granted during the year whose		
a.	Exercise price equals market price	₹ 4,332.10
b.	Exercise price is greater than market price	Nil
c.	Exercise price is less than market price	Nil
2. Weighted average fair value of options granted during the year whose		
a.	Exercise price equals market price	₹ 1,143.72
b.	Exercise price is greater than market price	Nil
c.	Exercise price is less than market price	Nil

VI. Employee-wise details of options granted during FY2024:

i. Senior managerial personnel

Sr. No.	Name	No. of options granted	Grant Price (in ₹)
1.	Pradeep Shrivastava	25,196	
2.	Rakesh Sharma	25,196	
3.	Abraham Joseph	25,196	
4.	Dinesh Thapar	18,224	4,332.10
5.	Ravi Kyran Ramasamy	18,168	
6.	S Ravikumar	12,052	
7.	Amitabh Lal Das	11,340	
8.	Rajiv Gandhi	2,520	

ii. Employees who were granted, during the year, options amounting to 5% or more of the options granted during the year

Sr. No.	Name	No. of options granted	Grant Price (in ₹)
1.	Pradeep Shrivastava	25,196	
2.	Rakesh Sharma	25,196	4,332.10
3.	Abraham Joseph	25,196	

iii. Identified employees who were granted options, during the year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant

Sr. No.	Name	No. of options granted	Grant Price (in ₹)
	Nil		

VII. a. A description of the method and significant assumptions used during the year to estimate the fair value of options granted during FY2024:

The fair value has been calculated using the Black Scholes Option Pricing model.

The assumptions used in the model are as follows:

Sr. No.	Date of grant (25 April 2023)	Particulars
1.		Risk Free Interest Rate 6.94%
2.		Expected Life 3.51 to 6.51 years
3.		Expected Volatility 27.20%
4.		Dividend Yield 3.22%
5.		Price of the underlying share in market at the time of the option grant ₹ 4,332.10

Assumptions:

Stock Price: Closing price on National Stock Exchange one day prior to the date of grant has been considered.

Volatility: Volatility is the measure of the amount by which price has fluctuated or is expected to fluctuate during the period. The measure of volatility used, in Black Scholes Option Pricing models the annualised standard deviation of the continuously compounded rates of return on the stock over period of time. For calculating volatility, the daily volatility of stock prices on NSE, over a period prior to the grant date, corresponding with the expected life of the options has been considered.

Risk-free rate of return: The risk-free interest rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on the zero-coupon yield curve for government securities.

Exercise Price: Exercise price of each specific grant has been considered.

Time to Maturity: The Company has estimated the expected life of the options on the basis of average of minimum and maximum life of the options. Historical data is not considered in expected life calculations.

Expected dividend yield: Expected dividend yield has been calculated as an average of dividend yields for five financial years preceding the date of the grant.

b. The method used and the assumptions made to incorporate the effects of expected early exercise: NA

c. How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility: The expected price volatility is determined using annualised standard deviation (a measure of volatility used in Black-Scholes-Merton option pricing) and the historic volatility based on expected life of the options.

d. Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition: NA

VIII. Significant assumptions used to estimate the fair value of options:

<u>Grant date</u>	<u>Risk free interest rate (%)</u>	<u>Expected life</u>	<u>Expected volatility (%)</u>	<u>Dividend yield (%)</u>	<u>Price of the underlying share in market at the time of the option grant (₹)</u>
17 May 2019	6.88 - 7.26	3.51 - 6.51 years	22.18 - 23.79	2.04	2,942.65
29 April 2021	5.18 - 6.08	3.51 - 6.51 years	29.35 - 26.65	2.06	3,889.75
27 April 2022	6.15 - 6.82	3.51 - 6.51 years	26.03 - 28.79	3.60	3,892.10
25 April 2023	6.87 - 7.00	3.51 - 6.51 years	25.93 - 28.37	3.22	4,332.10

IX. Movement of stock options during the year:

Particulars	No. of Options	Range of exercise prices (₹)	Weighted average exercise price (₹)	Weighted average remaining contractual life (Years)
Outstanding at the beginning of the year	885,487	2,942.65 - 3,892.10	3,676.89	5.67
Granted during the year	475,268	4,332.10	4,332.10	6.45
Cancelled during the year	26,580	2,942.65 - 4,332.10	3,981.16	NA
Expired during the year	0	NA	NA	NA
Exercised during the year	180,686	2,942.65 - 3,892.10	3,320.04	NA
Outstanding at the end of the year	1,153,489	2,942.65 - 4,332.10	3,995.33	5.65
Exercisable at the end of the year	247,178	2,942.65 - 3,892.10	3,556.55	3.48

X. Employee stock option plan (Cumulative Position):

Grant Date	Exercise price (₹)	Options granted	Options vested and pending exercise	Options unvested	Options exercised	Options cancelled/lapsed	Options outstanding
17 May 2019	2,942.65	287,636	90,426*	-	177,571	19,639	90,426
29 April 2021	3,889.75	277,116	87,692	123,084	38,292	28,048	210,776
27 April 2022	3,892.10	447,692	73,095*	312,156	34,043	28,398	385,251
25 April 2023	4,332.10	475,268	-	467,036	-	8,232	467,036
Total		1,487,712	251,213*	902,276	249,906	84,317	1,153,489

* Includes 4,035 options exercised but pending allotment as detailed below:

- 3,287 options from the grant date 17 May 2019 and
- 748 options from the grant date 27 April 2022.

D. Details related to Trust:

Details in connection with transactions made by the Trust meant for the purpose of administering the Scheme under the regulations are as follows:

i. General information:

Sr. No.	Particulars	Details
a.	Name of the Trust	Bajaj Auto ESOP Trust
b.	Details of the Trustee(s)	1. Abraham Joseph 2. Ravi Kyran Ramasamy 3. Madhavadas Kini
c.	Amount of loan disbursed by Company/any company in the group, during the year	₹ 90.88 crore
d.	Amount of loan outstanding (repayable to Company/any company in the group) as at the end of the year	₹ 89.49 crore
e.	Amount of loan, if any, taken from any other source for which Company/any company in the group has provided any security or guarantee	Nil
f.	Any other contribution made to the Trust during the year	Nil

ii. Brief details of transactions in shares by the Trust:

Sr. No.	Particulars	No. of equity shares
a.	Number of shares held at the beginning of the year	211,530
b.	Number of shares acquired during the year through:	
	i. Primary issuance	222,398
	ii. Secondary acquisition	Nil
c.	Number of shares transferred to the employees along with the purpose thereof - equity shares were transferred to the employees upon exercise of options	180,686
d.	Number of shares held at the end of the year	253,242

iii. In case of secondary acquisition of shares by the Trust:

Number of Shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which the shareholders' approval was obtained
Held at the beginning of the year	0.07% (211,530 equity shares)
Acquired during the year	0.00% (0 equity shares)
Sold during the year	Nil
Transferred to the employees during the year	0.06% (180,686 equity shares)
Held at the end of the year	0.09% (253,242 equity shares)