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THE WORLD'S
FAVOURITE
INDIAN

30 June 2021

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
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Subject: Annual Report for FY2021 and Notice of 14th Annual General Meeting (AGM)

Dear Sirs/Madam,

This is further to our letter dated 29 April 2021, wherein the Company had informed that the AGM of the Company is scheduled to be held on Thursday, 22 July 2021.

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 FY2021, as circulated to the shareholders through electronic mode:

- Notice of 14th Annual General Meeting scheduled to be held on Thursday, 22 July 2021 through Video Conferencing/ Other Audio-Visual Means (e-AGM)
- Annual Report
- Business Responsibility Report (BRR)

Aforesaid documents are also available on the website of the Company, i.e., <https://www.bajajauto.com/investors/annual-reports> and on the website of KFin Technologies Private 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

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AGM NOTICE

Notice is hereby given that the fourteenth annual general meeting of the shareholders of Bajaj Auto Ltd. ('BAL' or the 'Company') will be held on **Thursday, 22 July 2021 at 12.15 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 2021, together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Nirajkumar Ramkrishnaji Bajaj (DIN 00028261), 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 Sanjivnayan Rahulkumar Bajaj (DIN 00014615), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. Re-appointment of Pradeep Shrivastava as Whole-time Director of the Company for a period of five years with effect from 1 April 2021

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read along with Schedule V to the Act (including any amendment thereto or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded to the re-appointment of Pradeep Shrivastava (DIN 07464437) as Whole-time Director with the designation as Executive Director ('WTD') of the Company for another term of five years commencing from 1 April 2021 till 31 March 2026, liable to retire by rotation, upon the terms and conditions set out in the statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act and in the agreement entered into between the Company and WTD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and WTD.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to revise the remuneration of WTD from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and WTD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

"FURTHER RESOLVED THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of director(s) to give effect to the above resolution."

6. Approval for payment and facilities to be extended to Rahul Kumar Kamalnayan Bajaj as Chairman Emeritus of the Company from 1 May 2021 to 30 April 2026

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder or any amendment thereto or modification thereof, the Articles of Association, and such other approvals, permissions and sanctions as may be required, approval of the members be and is hereby accorded for making payments and extending facilities to Rahul Kumar Kamalnayan Bajaj, as Chairman Emeritus of the Company for a term of five years commencing from 1 May 2021 till 30 April 2026 as approved by the Board of Directors, and set out in the explanatory statement relating to this resolution, with liberty to the Board of Directors, to alter or vary the terms and conditions (including the payments and facilities) in such manner as the board may deem fit and is acceptable to Rahul Kumar Kamalnayan Bajaj.

"FURTHER RESOLVED THAT in the event of any statutory amendment, modification or relaxation by the Central Government to the Act, the Board of Directors be and is hereby authorised to vary the terms and conditions (including the payments and facilities accorded to Rahul Kumar Kamalnayan Bajaj) in accordance with the applicable law without any further reference to, or requirement to seek approval of the members of the Company.

"AND FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

7. Approval for payment of commission to Non-executive Directors for a period of five years commencing from 1 April 2021

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

"RESOLVED THAT pursuant to the provisions of sections 197 read along with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of sections 198 of the Act, be paid to and distributed amongst the directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors, if any) in such amounts, subject to such ceiling/s and in such manner and in such respects, as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year for a period of five years commencing from 1 April 2021.

"PROVIDED THAT in the event of loss or inadequacy of profits in any financial year during the term mentioned above, the Non-executive Directors shall be paid remuneration by way of Commission as set out above, as may be decided by the Board of Directors of the Company, notwithstanding that it may exceed one percent of the net profits of the Company and subject to such restrictions, if any, as may be set out in the applicable provisions of and schedule V to the Act, from time to time."

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



Dr. J Sridhar
Company Secretary
Pune: 29 April 2021

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 8 April 2020, 13 April 2020 and 13 January 2021 (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated 12 May 2020 and 15 January 2021 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 Private 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 deemed venue for fourteenth 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 29 April 2021 has decided that the special businesses set out under item no. 5 to 7, being considered 'unavoidable', be transacted at the fourteenth 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 11.45 am to 12.45 pm 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 fourteenth 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 2021 for the approval of shareholders at the ensuing AGM.
- 10 Pursuant to the provisions of section 91 of the Act and regulation 42 of the Listing Regulations, the register of members and share transfer books of the Company will remain closed from Saturday, 10 July 2021 to Thursday, 22 July 2021 (both days inclusive) for the purpose of payment of dividend.
- 11 Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited/dispatched on Monday, 26 July 2021 and/ or Tuesday, 27 July 2021 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, 9 July 2021 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, 9 July 2021.
- 12 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/warrants with bank account details of such shareholders printed thereon.
- 13 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.

- 14 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.
- 15 SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or KFin.
- 16 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 12 May 2020 and 15 January 2021, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website <https://www.bajajauto.com/investors/annual-reports>, 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
- 17 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.
- 18 Members who have not registered their e-mail addresses and mobile nos. and consequently could not be served the Annual Report for FY2021 and Notice of fourteenth 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) Please note that 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.
- 19 Further, 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.
- 20 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.
- 21 SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. However, SEBI vide its circular dated 2 December 2020 had fixed 31 March 2021 as the cut-off date for re-lodgement for any pending physical transfers and that such transferred shares shall be issued only in demat mode. In accordance with the said circular, SEBI has also provided operational guidelines for effecting demat to the transferee's account and in case transferee fails to furnish necessary details within stipulated timelines, such shares will be transferred to Suspense Escrow Demat Account to be opened by the Company.

- 22 To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- 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:
- Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - 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 Statutory 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 15 July 2021 (9.00 a.m.) upto 19 July 2021 (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, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. 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 2014 remaining unclaimed for a period of seven years shall become due for transfer in August 2021 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's demat account.
- Members who have not claimed dividends in respect of the financial years from 2013-14 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 in 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., Thursday, 15 July 2021, 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:

- 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 no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.
- The members, whose names appear in the Register of Members/list of Beneficial Owners as on Thursday, 15 July 2021 (end of day), being the cut-off date fixed for determining voting rights of members are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- Members can cast their vote online from 19 July 2021 (9.00 a.m.) till 21 July 2021 (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 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:

I) 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 not only facilitating 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	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select 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. <p>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.</p>

	<p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 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 no. and e-mail id as recorded in the demat account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of ESP i.e. KFintech
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> 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

- Initial password is provided in the body of the e-mail.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- 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.
- After entering the details appropriately, click on LOGIN.
- 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.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. Bajaj Auto Ltd.
- 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.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- 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. Upon declaration by the Chairman about the commencement of e-voting at e-AGM, members shall click on the thumb sign on the left-hand bottom corner of the video screen and follow the instructions to vote on the resolutions for voting during the e-AGM.

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. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned under heading A above.
- 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 15 July 2021 (9.00 a.m.) upto 19 July 2021 (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 fourteenth 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.

34. Dividend related information:

The Finance Act, 2020 has abolished the Dividend Distribution Tax ('DDT') and has introduced the system of dividend taxation in the hands of the shareholders with effect from 1 April 2020. Accordingly, the Company would be required to deduct Tax at Source ('TDS') in respect of approved payment of dividend to its shareholders (resident as well as non-resident).

Resident Shareholders:

Tax shall be deducted at source under section 194 of the Income Tax Act, 1961 ('IT Act') @ 10% on the amount of dividend declared and paid by the Company during financial year 2021-22, subject to the following:

Sr. No.	Particulars	Rate of TDS applicable	Section under the IT Act
1.	PAN is not available/ Invalid PAN	20%	206AA
2.	Non-linking of PAN with Aadhaar, if allotted (Refer Note 1)	20%	206AA
3.	Non-filing of return of income tax for any of the last two financial years (i.e. FY 2018-19 and FY 2019-20); and TDS as well as TCS deduction in each of these years in case of the shareholder is ₹ 50,000 or more (Refer Note 2)	20%	206AB

Note 1: As per section 139AA(2) of the IT Act read with Rule 114AAA of the Income Tax Rules, 1962, currently, PAN is mandatorily required to be linked with Aadhaar by 30 June 2021. If PAN is not linked with Aadhaar by 30 June 2021 (unless such due date is extended), such PAN will be deemed inoperative and tax at source will be required to be deducted at higher rates under section 206AA of the IT Act.

Note 2: Provisions of section 206AB of the IT Act are applicable with effect from 1 July 2021, unless such date of applicability is extended.

No tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during a financial year does not exceed ₹ 5,000; or if an eligible resident shareholder provides a valid declaration in Form 15G/ Form 15H or other documents as may be applicable to different categories of shareholders.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company, tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

Non-resident Shareholders:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the TDS on dividend shall be @ 20% or applicable rate plus applicable surcharge and health and education cess on the amount of dividend payable to the non-resident shareholders. For FII/ FPI shareholders, section 196D provides for TDS @ 20% or applicable rate plus applicable surcharge and health and education cess.

However, as per section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with applicable Multilateral Instrument provisions, if they are more beneficial to them.

A list of documents/ declarations required to be provided by the **resident shareholders** and list of documents/declarations required to claim the benefit of DTAA by the **non-resident shareholders** are available on the Company's website <https://www.bajajauto.com/investors/annual-reports> Kindly note that the documents should be uploaded with KFin Technologies Pvt Ltd., the Registrar and Transfer Agent at <https://ris.kfintech.com/form15> or e-mailed to einward.ris@kfintech.com

No communication on the tax determination/ deduction shall be entertained after **10 July 2021**.

The above referred documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act.

In addition to the above, please note the following:

- In case you hold shares under multiple accounts under different status/category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.
- For deduction of tax at source, the Company would be relying on the above data shared by KFin as updated up to the record date.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the aforementioned details/ documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

The Company shall arrange to e-mail the soft copy of the TDS certificate to shareholders at the registered e-mail id within the prescribed time, post payment of the said dividend, if declared in the AGM. The said certificate can also be viewed in Form 26AS at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the website of the Income Tax department of India <https://www.incometax.gov.in/home>

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder/s, such Shareholder/s will be responsible to indemnify the Company, and also provide the Company with all information/ documents and co-operation in any assessment/ appellate proceedings before the Tax/ Government authorities.

For further details 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/annual-reports>

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

Nirajkumar Ramkrishnaji Bajaj (DIN 00028261)

As regards re-appointment of Nirajkumar Ramkrishnaji Bajaj 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

Nirajkumar Ramkrishnaji Bajaj's (born on 10 October 1954) career spans more than 35 years. He did his B.Com. from Sydenham College of Commerce and Economics, Mumbai. He acquired his Masters in Business Administration from Harvard Business School, Boston, U.S.A.

Nirajkumar Ramkrishnaji Bajaj is one of the Promoter - Directors of the Bajaj Group. He is also the Chairman and Managing Director of Mukand Ltd. and Non-executive Chairman of Bajaj Holdings and Investment Ltd..

He was the President of the Indian Merchants' Chamber, a decade ago, when it was celebrating its Centenary Year. He was also the President of the Alloy Steel Producer's Association and Indian Stainless Steel Development Association.

He represented India in table tennis for seven years between 1970-77, of which last four years was as the captain. He has been three-times All-India Table Tennis Champion and ranked India No.1, four times. He is the recipient of Arjuna Award, India's highest Sport's honour, Shiv Chhatrapati Award, Maharashtra's highest Sport's honour and Maharashtra Gaurav Puraskar Award.

Major Directorships:

1. Bajaj Auto Ltd.
2. Bajaj Holdings and Investment Ltd.
3. Mukand Ltd.
4. Mukand Engineers Ltd.
5. Bajaj Allianz General Insurance Co. Ltd.
6. Bajaj Allianz Life Insurance Co. Ltd.
7. Jeewan Ltd.

*Committee Chairmanship and Membership: Nil

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

Shareholding in the Company: 8,13,022

Nature of expertise in specific functional areas: Management and Strategy, Commercial, Purchase and Supply Chain, Insurance, Mutual Fund, Financial Services, Regulatory, Government and Security matters and such other areas.

He has been associated as non-executive director on the Board of erstwhile Bajaj Auto Ltd. since 2006 and his last drawn remuneration during the financial year 2020-21 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.

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

Nirajkumar Ramkrishnaji Bajaj has been appointed as Chairman of the Company with effect from 1 May 2021 at the Board meeting of the Company held on 29 April 2021 in place of Rahul Kumar Kamalnayan Bajaj, the outgoing Chairman.

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 Shekhar Bajaj, Madhur Kumar Ramkrishnaji Bajaj and Nirajkumar Ramkrishnaji 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. 3 for consideration and approval of the shareholders.

Item No. 4 of the Notice

Sanjivnayan Rahulkumar Bajaj (DIN 00014615)

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

Information about the appointee:

Brief resume

Sanjivnayan Rahulkumar Bajaj (born on 2 November 1969) is B.E. (Mech), first class with distinction (8th on merit list) from the University of Pune, M.Sc (Manufacturing Systems Engg) with distinction from the University of Warwick, UK and MBA from Harvard Business School, USA.

He was the Executive Director of Bajaj Auto Ltd. (from 12 April 2004 until 31 March 2012), having headed Finance and Control, Legal and International business functions of Bajaj Auto over different periods from 1994 until 2012 and currently is its non-executive director.

He is the Managing Director and CEO of:

- Bajaj Finserv Ltd.
- Bajaj Holdings and Investment Ltd.

He is the Chairman of:

- Bajaj Finserv Ltd.
- Bajaj Finance Ltd.
- Bajaj Allianz Life Insurance Co. Ltd.
- Bajaj Allianz General Insurance Co. Ltd.
- Maharashtra Scooters Ltd.

Memberships

1. Vice President of Confederation of Indian Industry (CII) – 2020-21
2. Past Chairman of Western Region of CII
3. Board of ISB (Indian School of Business)
4. International Advisory Board (IAB), Allianz SE
5. International Technology Advisory Panel (ITAP) of Monetary Authority of Singapore (MAS)
6. Regional Stewardship Board for India and South Asia 2019-20 of World Economic Forum

Awards

1. All India Management Association (AIMA) Managing India Awards
2. Entrepreneur of the Year award 2019
3. Economic Times - Business Leader of the Year India 2018
4. Financial Express Best Banks Award – Banker of the Year 2017-18
5. Asian Centre's Leadership, Corporate Governance, Sustainability and CSR Awards - Transformational Leader Award 2018
6. Ernst and Young - EY Entrepreneur of the Year India 2017
7. India Today- Top 50 Power List 2017-18
8. Bombay Management Association (BMA) - Entrepreneur of the Year Award 2015-16
9. Business World - India's Most Valuable CEOs in 2015 and 2016

Major Directorships:

1. Bajaj Auto Ltd.
2. Bajaj Finance Ltd.
3. Bajaj Finserv Ltd.
4. Bajaj Holdings and Investment Ltd.
5. Maharashtra Scooters Ltd.
6. Bajaj Allianz General Insurance Co. Ltd.
7. Bajaj Allianz Life Insurance Co. Ltd.
8. Jeewan Ltd.
9. Bajaj Housing Finance Ltd.

***Committee Chairmanship:** Nil

***Committee Memberships:**

1. Bajaj Finance Ltd.
2. Bajaj Finserv Ltd.
3. Maharashtra Scooters Ltd.
4. Bajaj Allianz General Insurance Co. Ltd.
5. Bajaj Allianz Life Insurance Co. Ltd.
6. Bajaj Housing Finance Ltd.

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

Shareholding in the Company: 7,69,224

Nature of expertise in specific functional areas: Management and Strategy, Global Business Leadership, Operations and Engineering, Information Technology, Human Resources, International business, Insurance, Mutual Fund and Financial Services, Banking, Investment and Treasury and Forex Management, Corporate Governance and Ethics and such other areas.

He was first appointed on the Board with effect from 2 May 2007 and his last drawn remuneration during the financial year 2020-21 was ₹ 17.50 lakh. More details about the remuneration are available in the Annual Report. He will be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company.

Sanjivnayan Rahul Kumar Bajaj is not disqualified from being appointed as 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 except Rajivnayan Rahul Kumar Bajaj.

None of the Directors, or Key Managerial Personnel or their relatives, except Rahul Kumar Kamalnayan Bajaj, Rajivnayan Rahul Kumar Bajaj and Sanjivnayan Rahul Kumar Bajaj himself, 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. 5 of the Notice

At the meeting of the Board of Directors of the Company held on 17 March 2021, on the recommendation of the Nomination and Remuneration Committee, Pradeep Shrivastava, was re-appointed as the Whole-time Director with the designation as Executive Director of the Company for another period of five years with effect from 1 April 2021 on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof:

1. Salary

₹ 8 crore per annum comprising salary, allowances, retiral, bonus, performance reward etc., with such annual increments/increases/revisions as may be decided by the Board of Directors from time to time, during the tenure.

2. Perquisites

- I. Company's contribution to provident fund and superannuation fund as per Company rules.
- II. Gratuity as per Company rules.
- III. Leave with full pay as per the rules of the Company, with Encashment of unavailed leave being allowed.
- IV. Reimbursement of medical expenses incurred for self and family or Medical Allowance as per Company rules.
- V. Cover of Insurance policies and Contribution to Employee Deposit Linked Insurance Scheme as per Company rules.
- VI. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgement, wrongful act or such other reason as may be approved by the Board of Directors from time to time.

- VII. Reimbursement of membership fee for one club.
- VIII. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- IX. Use of Company's two cars maintained by the Company for official as well as for personal purpose with drivers' salary as per Company rules.
- X. Telephone, tele-fax and other communication facilities at Company's cost as per Company rules.
- XI. Subject to any statutory ceiling/s, the Executive Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

3. Valuation of perquisites

Perquisites/Allowances shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

4. Stock Options

Stock Options as per the scheme(s) framed by the Company from time to time.

5. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Executive Director shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in schedule V to the Act, from time to time.

6. Computation of ceiling

The following shall not be included in the computation of perquisites for the purposes of the ceiling:

- a) Contribution to provident and superannuation funds referred to in para 2 (I) above.
- b) Gratuity payable as per para 2 (II), to the extent of half a month's salary for each completed year of service.
- c) Encashment of leave as per para 2 (III) above.

Information about the appointee:

Brief Resume

Pradeep Shrivastava (born on 31 March 1960) is qualified as a B. Tech (Mechanical Engineer) from IIT, Delhi 1981 and also as PGDM-1986 from IIM, Bangalore.

He started his career as Asst. Engineer (Maintenance) in Tata Motors during 1981-1984.

He joined Bajaj Auto in 1986 and was its Chief Operating Officer at the time of his elevation as Executive Director with effect from 1 April 2016.

Directorships:

- 1. Bajaj Auto Ltd.

*Committee chairmanships and memberships: Nil

**Chairmanship and membership of audit committee and stakeholders' relationship committee are Considered*

Shareholding in the Company: 75

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

His last drawn remuneration during the financial year 2020-21 was ₹ 8.31 crore. More details about the remuneration are available in the Annual Report.

Pradeep Shrivastava is not disqualified from being re-appointed as a Director in terms of section 164 of the Act.

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

The Company has entered into an agreement with Pradeep Shrivastava laying down, inter alia, the terms of remuneration referred to above and the powers and authorities delegated to him.

A copy of the said agreement is available for inspection by the members through electronic mode upto the date of the meeting.

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 Pradeep Shrivastava 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. 5 of the Notice.

The Board commends the special resolution set out in Item No. 5 for approval by shareholders.

Item no. 6 of the Notice

Rahul Kumar Kamalnayan Bajaj (referred to hereafter as Shri Rahul Bajaj), after successfully leading Bajaj Auto Ltd (including erstwhile BAL) for five decades stepped down as Executive Chairman and was appointed as a Non-executive Chairman by the Board of Directors with effect from 1 April 2020. Due to his age, Shri Rahul Bajaj has tendered his resignation as non-executive director and Chairman of the Company with effect from close of business hours on 30 April 2021.

Shri Rahul Bajaj has made a huge contribution to the spectacular success of the Company and the Group over the last five decades. Considering his tremendous experience, it would be in the interest of the Company to continue to benefit from his rich experience, valuable knowledge and wisdom from time to time in an advisory role and as a mentor in the future as well.

In light of the above and in recognition of his services, the Board at its meeting held on 29 April 2021, on the recommendation of Nomination and Remuneration Committee and with approval by the Audit Committee unanimously conferred upon Shri Rahul Bajaj, the status and title of Chairman Emeritus of the Company for a term of five years with effect from 1 May 2021. Shri Rahul Bajaj as Chairman Emeritus, will, inter alia, mentor, guide and provide perspective to the Board and management including in relation to the broad strategic aspects of the business, corporate governance-related matters and support in establishing and enabling relations with external fora like Industry Chambers and institutions etc. Further, he will be a permanent invitee to the Board meetings of the Company. If he attends any Board meeting of the Board, it shall be in capacity as an invitee only, with no voting rights. Shri Rahul Bajaj, as the Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made thereunder.

Taking into account Shri Rahul Bajaj's invaluable contribution to the Company for over five decades, the Board, at its meeting held on 29 April 2021 decided that to facilitate him functioning as Chairman Emeritus, Shri Rahul Bajaj may be extended certain facilities and made payments during his tenure as Chairman Emeritus of the Company from 1 May 2021 as under:

- Free furnished residential accommodation, including maintenance, gas, electricity and water costs.
- Car with driver.
- Reimbursement of medical expenses in India or abroad, including hospitalization, nursing home surgical charges, home nursing and attendant services and, in case of medical treatment abroad, airfare and boarding/lodging expenses for him and his attendant.
- Such other payments, as may be decided by the Board from time to time, subject to a ceiling of ₹ 3 crore per annum.

To facilitate Shri Rahul Bajaj to function efficiently as Chairman Emeritus, the Board has further approved that he be reimbursed certain expenses incurred for official purposes, such as travelling expenses, telephone/communication expenses and expenses for maintenance of his office with support staff and facilities. Such reimbursements would not amount to 'remuneration'.

Shri Rahul Bajaj, being the father of Rajivnayan Rahul Kumar Bajaj, the Managing Director and Chief Executive Officer of the Company and Sanjivnayan Rahul Kumar Bajaj, non-executive director, is a "related party" in relation to the Company in terms of the Act. Accordingly, the payments to be made and facilities to be provided to Shri Rahul Bajaj in his capacity as Chairman Emeritus, are related party transactions, and therefore, require shareholders' approval in accordance with the provisions of section 188 of the Act. This transaction is not a material related party transaction in terms of regulation 23 of the Listing Regulations.

Information about the appointee:

Shri Rahul Bajaj, aged 82, has headed Bajaj Group of companies for over five decades. He is the recipient of many awards, including the Padma Bhushan from the Government of India and honorary doctorates from many universities. He has a BA (honours) in economics, a law degree from Mumbai University and an MBA from Harvard.

Shri Rahul Bajaj is a former member of the Rajya Sabha, former Chairman of Indian Airlines and former Chairman of the Board of Governors of the Indian Institute of Technology, Bombay. He is also a former Chairman of the International Business Council, World Economic Forum; a former member of the South Asia advisory board of Harvard Business School and a former member of the International Advisory Council of the Brookings Institution in Washington, DC.

Shri Rahul Bajaj has been spearheading the charitable activities of Bajaj Group and its charitable trusts.

His remuneration as a non-executive director and Chairman of the Company during the financial year 2020-21 was ₹ 6 crore approximately.

He is not related to any of the Directors or Key Managerial Personnel of the Company, except Rajivnayan Rahulkumar Bajaj and Sanjivnayan Rahulkumar Bajaj.

None of the Directors or Key Managerial Personnel or their relatives, except Rajivnayan Rahulkumar Bajaj, Sanjivnayan Rahulkumar Bajaj and Shri Rahul Bajaj himself, are directly or indirectly 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 ordinary resolution set out in item no. 6 for approval by shareholders.

Item no. 7 of the Notice

Section 197 of the Act, permits the payment of remuneration to a director who is neither a whole-time director nor a managing director of a company, by way of commission not exceeding one percent of the net profits of the company, if the Company authorises such payment by a special resolution. Shareholders of the Company had approved such payment by a special resolution passed on 27 July 2016 for a five-year period, which expired on 31 March 2021.

In view of the increased demands on non-executive directors' participation in Board and Committee meetings and the higher responsibilities they are expected to bear in the interest of higher level of excellence in corporate governance on account of statutory and regulatory changes, it is proposed to continue to pay such commission to the non-executive directors for a further period of five years upto and including the year 2025-26.

The amount of commission shall be payable each year after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

Pursuant to the Companies (Amendment) Act, 2020, read with rules made thereunder, if a company fails to make profits or makes inadequate profits in a financial year, any non-executive director of such company, including an independent director, may be paid remuneration in accordance with Schedule V of the Act.

No approval of Central Government will be required for the said payment of commission, since it is within the prescribed limits as specified under section 197. The above payment to non-executive directors will be in addition to the sitting fees payable to them for attending Board/committee meetings, which at present is fixed at ₹ 100,000 per meeting.

None of the Directors/key managerial personnel and/or their relatives, except the concerned non-executive director are directly or indirectly concerned or interested, financially or otherwise, except to the extent of remuneration that may be received by them and their 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: 29 April 2021

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ANNUAL REPORT 2020-21

Bajaj Auto Limited

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Board of Directors

Rahul Bajaj, Chairman
Madhur Bajaj, Vice Chairman
Rajiv Bajaj, Managing Director & CEO
Sanjiv Bajaj
Shekhar Bajaj
D J Balaji Rao
Niraj Bajaj
Dr. Gita Piramal
Pradeep Shrivastava, Executive Director
Dr. Naushad Forbes
Dr. Omkar Goswami
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

Stakeholders' Relationship Committee

D J Balaji Rao, Chairman
Dr. Gita Piramal
Dr. Omkar Goswami

Nomination & Remuneration Committee

D J Balaji Rao, Chairman
Rahul Bajaj
Dr. Gita Piramal
Dr. Naushad Forbes

Corporate Social Responsibility Committee

Rahul Bajaj, Chairman
Rajiv Bajaj
Pradeep Shrivastava
Dr. Naushad Forbes

Risk Management Committee

Anami N. Roy, Chairman
D J Balaji Rao
Soumen Ray, CFO

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

Soumen Ray
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

Registered under the Companies Act, 1956

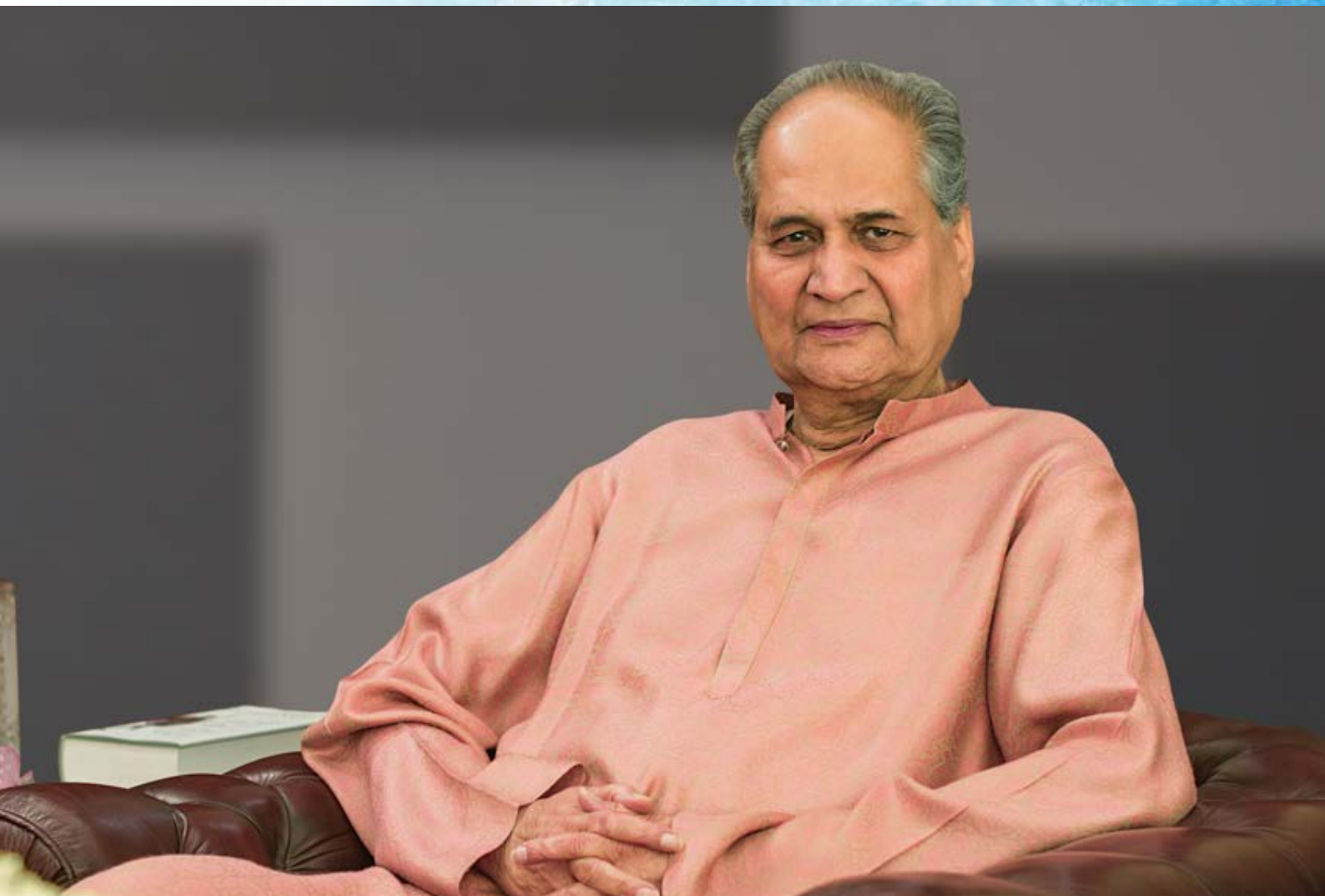
Registered Office

Mumbai-Pune Road,
Akurdi, Pune 411 035.

CIN: L65993PN2007PLC130076

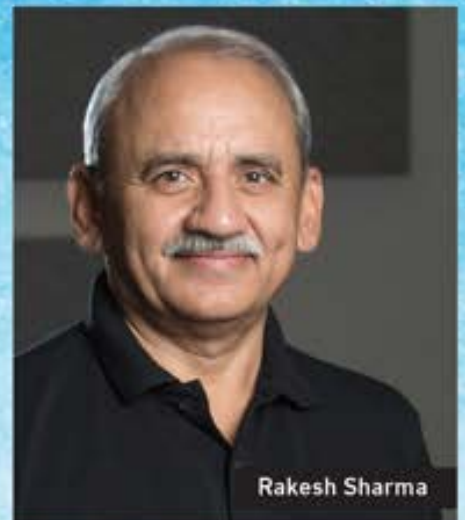
Works

- 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



Rahul Bajaj
Chairman

MANAGEMENT TEAM





Soumen Ray



Ravi Kyran Ramasamy



Sarang Kanade



Samardeep Subandh



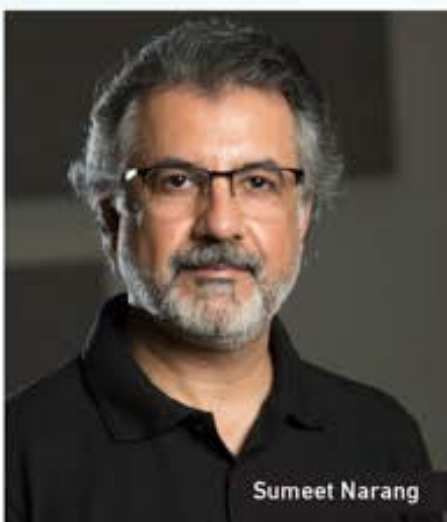
Kevin D'sa



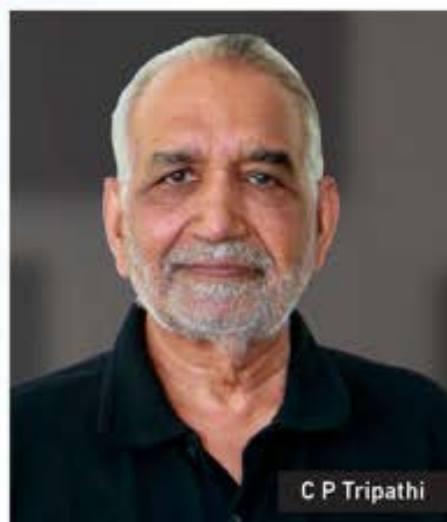
K S Grihapathy



Eric Vas



Sumeet Narang



C P Tripathi



THANK YOU

Your dynamic personality, your openness, your uncompromising honesty and values system inspired people beyond Bajaj Auto, its associates and acquaintances.

Your focus on details, on performance, on efficiency, and on excellence inspired us.

Your fairness and generosity of spirit uplifted us. Your smile, laughter and love for debates energised us.

Your special attention and care to so many helped us scale many heights.

Thank you for your long and outstanding leadership. Thank you for all that you have taught us.

To us, you are, and will always be...

HAMARA BAJAJ







CHAIRMAN'S LETTER

Dear Shareholder,

Who could have dreamt of the human and economic calamities that the world is going through because of a virus called Covid-19? Nothing of this global scale has ever occurred before.

As I write this letter to you, over 141 million people have been struck by the disease and more than 3 million have perished. In India, as we are battling the second wave of the virus — a wave that is more severe than the first — Covid-19 has claimed more than 14.8 million cases and some 177,150 deaths.

Everything suggests that, in epidemiological terms, things will get worse before getting better.

After the full national lockdown during 25 March to 30 April 2020 and partial lockdown that continued in varying stages up to 30 November 2020, things were gradually moving for the better. Subsequent to the first and second quarters of FY2021 — when real GDP crashed by 24.4% followed by another 7.3% — we were beginning to see some green shoots of recovery. October-December 2020 showed a small but positive GDP growth of 0.4%. We were looking forward to another quarter of positive growth in January-March 2021.

With the second wave that started in March 2021, I doubt whether we will see that growth. More worryingly, I am concerned about Q1 FY2022 and what a series of state-wide lockdowns might do to businesses and economic growth.

In such disheartening circumstances, your Company has done quite well in not only limiting its downside but also in posting relatively healthy results. Let me briefly share these.

- Net sales for FY2021 was ₹ 27,133 crore. Despite a decline of 6.8%, it was the third highest sales in Bajaj Auto's history.
- Operating earnings before interest, tax, depreciation and amortisation (EBITDA) was ₹ 5,063 crore — a reduction of 3.6% versus the previous year.
- Operating EBITDA margin was 18.3% of net sales and other operating income, versus 17.6% in the previous year — representing an increase of 70 basis points in this Covid-19 year.
- Though operating profit declined by 4.1% to ₹ 4,797 crore, the operating profit margin was 17.3% of net sales and other operating income. This was 60 basis points higher than FY2020.
- Profit before tax (PBT) declined by 9.7% to ₹ 5,939 crore, Bajaj Auto's third highest ever.
- Profit after tax (PAT) decreased by 10.7% to ₹ 4,555 crore. This was the Company's third highest PAT.
- Surplus cash and cash equivalent as on 31 March 2021 increased by 23.5% to ₹ 17,689 crore.

Given the circumstances, I believe that these are creditable results. Your managing director, Rajiv Bajaj, his team and every employee of your Company should be collectively congratulated for the tremendous efforts that they have made in the most difficult year that our country has witnessed.

Personally, I am delighted with the introduction of the new Chetak — a best-in-class electric scooter with an iconic design. When booking for the Chetak was first rolled out in early 2020, it had to be stopped on account of Covid-19 related supply chain disruptions.

Thereafter, your Company re-opened online bookings on 13 April 2021 but had to stop just 48 hours later, owing to an overwhelming response. I expect to see your Company delivering this iconic model in FY2022.

To each of us in Bajaj Auto, our people are our greatest assets. I am proud to say that amidst this pandemic your Company has walked the extra mile to ensure health and safety for all employees. As it is doing even now.

Let us hope that rapidly accelerated vaccinations coupled with a strict enforcement of masks and social distancing will soon bring the second wave under control.

Let us also hope that we do not react to the epidemic by declaring more lockdowns, as we did the last time. For these will destroy business, employment and the economy without necessarily controlling the spread of the disease.

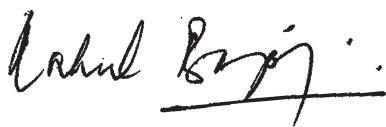
I have been your Company's Chairman since the last 49 years. Given that I am getting along, it is the time for change and to pass the mantle on to a younger person. I am happy to announce that your Board has unanimously approved Niraj Bajaj as the next Chairman of Bajaj Auto. I wish him well and am sure that he will do an excellent job.

That being so, this is my last Chairman's Letter to you. Though I shan't write to you through this forum any further, rest assured that you and your Company will forever remain in my heart.

Stay safe. Vaccinate yourselves. Remain protected.

God bless you and your family.

Yours sincerely,



Rahul Bajaj
Chairman
29 April 2021

MANAGEMENT DISCUSSION AND ANALYSIS

As we stare at the dreadful new Covid spike that has engulfed many states of India, it is natural to be downcast and fearful. Yet, it is important to say the truth.

Yes, this spike is by the worst that we have seen. Equally, India has two vaccines in the market, with one more having been approved and some more in the pipeline.

Yes, it is a major task to vaccinate those who are 18 years and above. But it is not insurmountable. During acute adversities, India has worked together to overcome the challenges.

No, the solution is not another nationwide lockdown; not even localised state-wide lockdowns. Today, there is enough evidence to

show that these have not worked to limit the spread of the virus. Instead, such lockdowns create massive economic uncertainty; threaten the livelihood of daily workers and the poor; prompt needless urban-to-rural migration; and sharply accentuate fear in an already fearful milieu.

That will be an unmitigated disaster. Let us not make that mistake yet again.

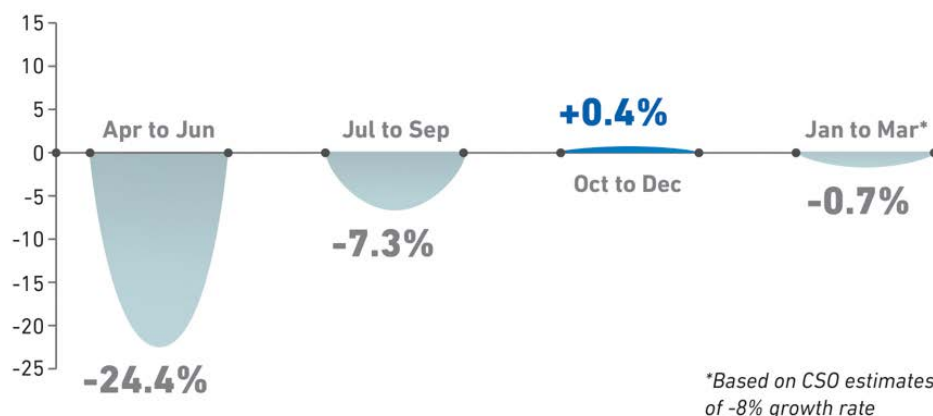
The solution is a combination of strictly enforced safety — involving masks and basic social distancing — coupled with a rapidly accelerated vaccination programme. And, subject to basic safety and inoculation, work must continue. For that is what brings in the daily bread, feeds home and hearth and makes a nation grow.

How did the economy fare?

Even before Covid, it was clear that real GDP growth was on a downward trend. Then came the full nationwide lockdown from 25 March 2020 right upto 31 May 2020. GDP growth crashed by 24.4% in April-June 2020, which was the worst quarterly slump ever. July-September 2020 also posted a negative GDP growth of 7.3%.

Then things slowly began to look up. For October-December 2020, GDP growth swung into the positive zone — tiny at 0.4% versus same quarter in the previous year, but positive nevertheless. As of now, we do not have the data for January-March 2021, which will be published only at the end of May. However, the Central Statistical Organisation estimates annual GDP growth for FY2021 at (-)8%.

GDP growth (India)



Given the massive second spike that started from early March, it will be a very creditable achievement if India's growth rate for FY2021 contracts by no more than 8%.

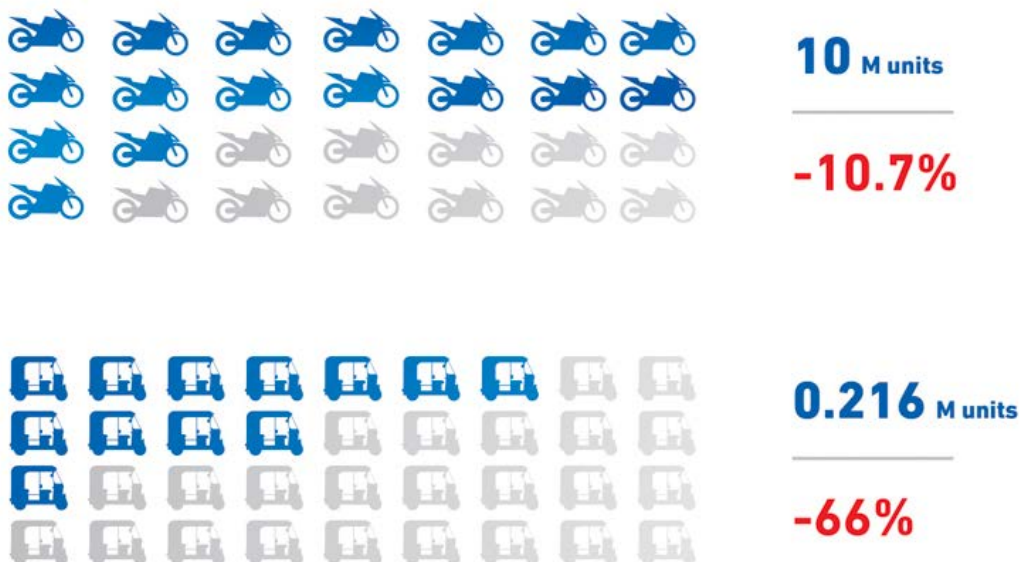
How did motorcycles and three-wheelers fare within India?

How was India's domestic sale of motorcycles and three-wheelers in this Covid year of FY2021?

Let us start with motorcycles. While FY2018 and FY2019 were years of impressive growth, in FY2020, the number of motorcycles reportedly sold in India declined by 17.5% to 11.2 million units. Spurred by Covid-19, the falling trend continued in FY2021, domestic motorcycle sales fell by a further 10.7% to just a tad above 10 million.

Industry-wide domestic sale of three-wheelers fared worse, thanks to Covid-19. In FY2021 intra- and inter-city movements were significantly curtailed and buyers kept three-wheeler purchases in abeyance. Consequently, industry-wide domestic sale of three-wheelers crashed by 66.0% to under 216,200 units.

Industry sales (India)



How did Bajaj Auto fare?

Given below is the Company's financial performance for FY2021, compared to the previous year.

Charts A and B illustrate Bajaj Auto's financial performance.

Chart A: EBITDA and EBITDA %

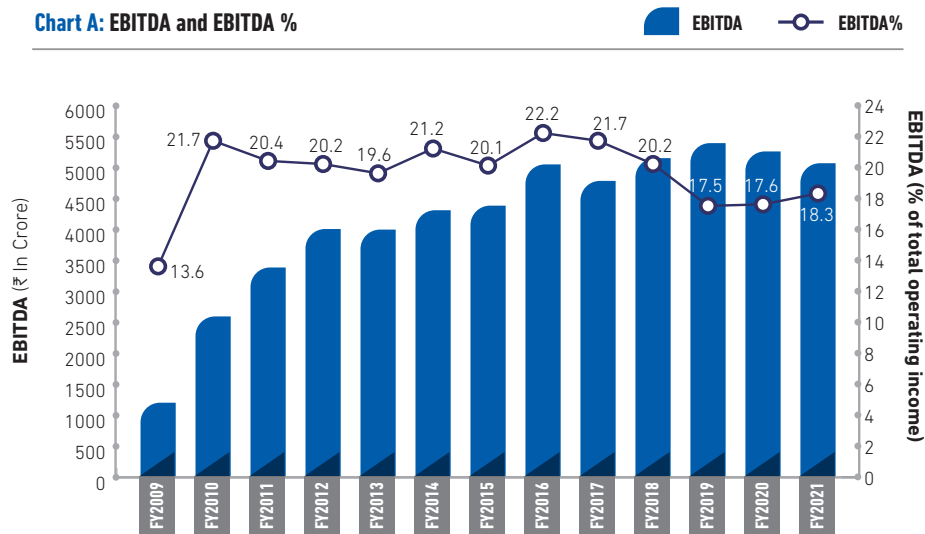


Chart B: Total Operating Income, Operating Profit and PAT

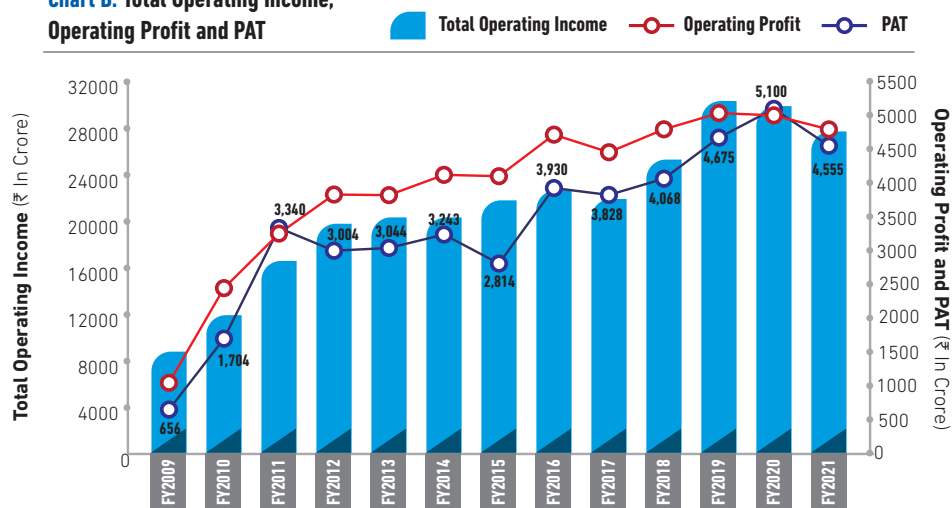
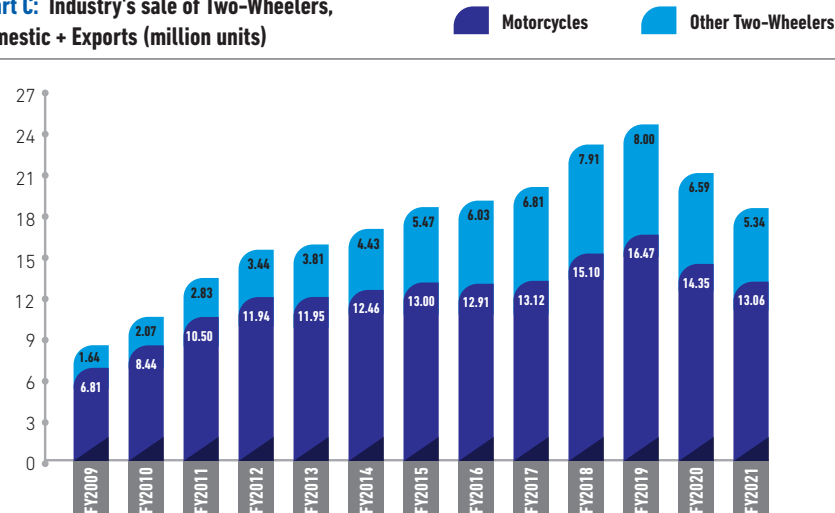


Chart C shows the overall industry's sale of two-wheelers

Chart C: Industry's sale of Two-Wheelers, Domestic + Exports (million units)





Bajaj Auto's Financial Performance for FY2021

- Net sales declined by 6.8% to ₹ 27,133 crore. Despite this reduction, it represents the third highest sales in Bajaj Auto's history.
- Total operating income (net sales plus other operating income) declined by 7.3% to ₹ 27,741 crore — which is also Bajaj Auto's third highest ever.
- Operating earnings before interest, tax, depreciation and amortisation (EBITDA) declined by 3.6% to ₹ 5,063 crore.
- The operating EBITDA margin is 18.3% of net sales and other operating income, versus 17.6% in the previous year, representing an increase of 70 basis points (bps) in this Covid year.



- Operating profit declined by 4.1% to ₹ 4,797 crore.
- The operating profit margin is 17.3% of net sales and other operating income — which is 60 bps higher than the previous year.
- Profit before tax (PBT) declined by 9.7% to ₹ 5,939 crore, which was the Company's third highest.
- Profit after tax (PAT) decreased by 10.7% to ₹ 4,555 crore. This was the third highest PAT.
- Surplus cash and cash equivalent as on 31 March 2021 increased by 23.5% to ₹ 17,689 crore.

Therefore, despite a 10.7% drop in the total number of motorcycles sold by the industry in India and a huge 66.0% decline in the number of three-wheelers sold, Bajaj Auto has done well for itself.

Bajaj Auto at a glance

Net sales

₹ 27,133 Cr

Profit before tax

₹ 5,939 Cr

EBITDA

₹ 5,063 Cr

Surplus cash and cash equivalent

₹ 17,689 Cr **increased by 23.5% ↑**

Total Operating Income, Profit before tax (PBT), Profit after tax (PAT)

3rd Highest in the history of Bajaj Auto

Loved in

79+

Countries

The largest motorcycle & three wheeler exporter from India - Exports to 79+ countries

Motorcycle manufacturer
in the World

3rd largest

Three wheeler manufacturer
in the World

No. 1

Units exported

2.05 Mn

Motorcycles

After excellent growth in FY2019, Indian industry's domestic sale and exports of motorcycles declined by 12.8% in FY2020 to 14.35 million units. In FY2021, it fell by another 9.0% to marginally above 13.06 million units.

How did Bajaj Auto perform in this scenario? Table 1 gives the data.

Table 1: Sale of Motorcycles, Domestic and Exports

Year ended 31 March	Industry sales (nos.)	Industry growth	BAL's sales (nos.)	BAL's growth	BAL's market share
2016	12,909,398	(0.7%)	3,358,252	2.0%	26.0%
2017	13,120,072	1.6%	3,219,932	(4.1%)	24.5%
2018	15,096,538	15.1%	3,369,334	4.6%	22.3%
2019	16,465,529	9.1%	4,236,873	25.7%	25.7%
2020	14,351,159	(12.8%)	3,947,356	(6.8%)	27.5%
2021	13,057,275	(9.0%)	3,604,498	(8.7%)	27.6%

- Domestic sales of all motorcycles across the industry in FY2021 declined by 10.7% to a bit over 10 million units while exports declined by 3.2% to just over 3 million units.
- Bajaj Auto's domestic sales decreased by 13.0% to 1.8 million units and exports dropped by 3.9% to just under 1.8 million units.
- The Company's share in the domestic motorcycles market decreased by 50 bps to 18.0% and exports share dropped by 50 bps to 59.1% However, Bajaj Auto was able to hold on to its consolidated share in domestic + exports.

Domestic

Let us start with what we call the 'mileage' or 'M' segment, where Bajaj Auto is represented by various models of the CT, the Platina and the Pulsar 125. It is the largest segment and is an extremely price and fuel cost conscious segment and generates, marginal profits per unit sold.

'M' segment

Market share increased by 90 bps **15.2%**



- In FY2021, thanks to the lockdown that virtually wiped out April-June 2020, plus cost increases imposed by the transition to BS-VI, the industry's total billings in this segment fell by a further 10.7% to an average of 6.49 lakh units per month. We did better. Our billings fell by 4.9% to an average of 98,845 units per month. Consequently, BAL's market share in the segment increased by 90 bps to 15.2%.
- That we actually increased our market share in this segment in an extremely difficult Covid-19 plagued year is testimony to the sales performance of our upgraded Platina and the more powerful and sleekly designed Pulsar 125. Successfully introducing the Pulsar 125 in this 'mileage' segment has created a new buzz and attracted a new set of first-time customers.

FY2021 was the second consecutive year of a sales downturn in the mileage segment of India's motorcycle market. Though Bajaj Auto also faced a decline, it did better than others and actually increased its market share by 90 bps. This was largely because of the excitement caused by the introduction of exciting new models — especially the Pulsar 125 which made the otherwise plain segment look more exhilarating than before.

Market share in the segment

37%



The next market slice that we operate in India is the 'sports' or 'S' segment, where we have five models of our Pulsar ranging from 150cc to 220cc and two variants of the Avenger.

- Here, too, for all players put together, the segment saw sales drop by 15% in FY2021 to an average of 118,476 units per month.
- Largely on account of a sharp decline in sales during April-June 2020, our average monthly sales by volume for the year fell by 29.1%. Consequently, despite a smart pickup in the next three quarters, our market share in this segment was 37.3% in FY2021 and we continue to be market leader with the next player's share being 22.7%

Despite a drop in sales in FY2021, Bajaj Auto still remained the clear leader in the sports segment with a healthy market share that exceeded 37%.

'SS' segment

Market share in the segment

11.6%



At the top end of the value chain is the 'super-sports' segment, where we offer the entire range of KTM, Husqvarnas, Pulsar RS200 and Dominars.

- In FY2021, this super-sports segment saw a far more modest decline in domestic sales compared to others. For the industry as a whole, average sales reduced by 4.4% to 67,077 units per month. Bajaj Auto bucked the trend and sold an average of 7,684 units per month, a growth of 10.8% and accounted for 11.6% of this market.

The writing on the wall is clear. In a pandemic wracked year, when virtually all segments showed serious de-growth in sales, the 'super-sports' segment was the least affected.

There is a fundamental change in urban India's approach to motorcycle purchases.

Younger customers — even in the entry-level segment — desire bikes that have classy looks, appeal and power. Hence the success of our Pulsar 125.

In the 'sports' and the 'super-sports' segments, there are enough in the under-40 generation who have the wallet size and sufficient access to bank credit to own bikes that possess best-in-class looks, power, speed and manoeuvrability.

With our upper-end Pulsars, KTM, Dominars, Husqvarnas and the soon to be launched Triumphs, we expect to have an even more solid presence in these segments.

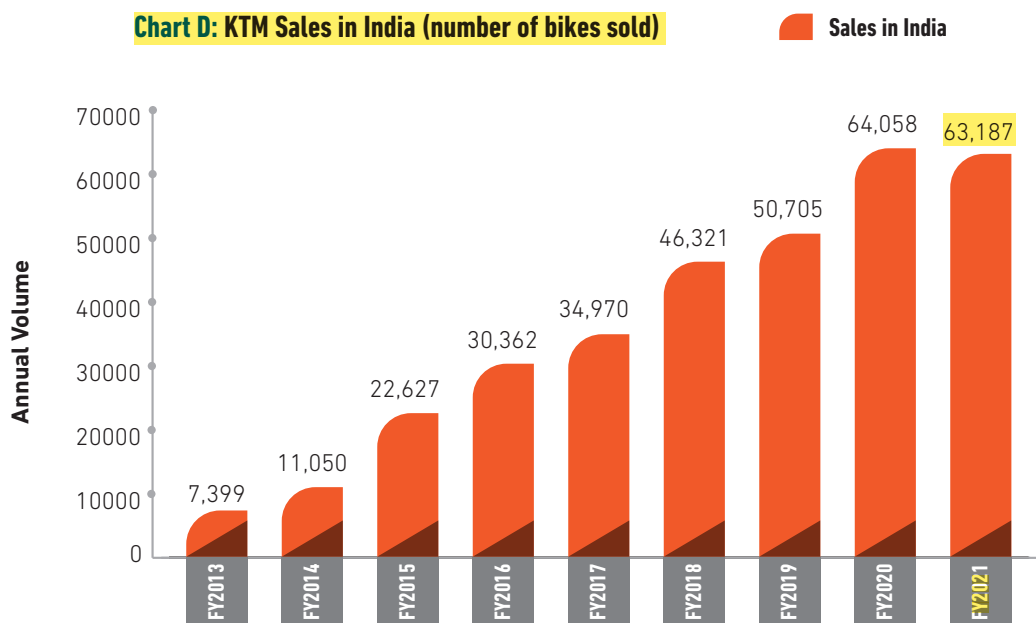
KTM and Probiking

The Probiking business now comprises two brands — KTM and Husqvarna — and four forms of motorbikes: Naked Sport, Street, Racing and Adventure. The business displayed remarkable resilience in these challenging times by recovering 99% of FY2020 sales. The year marked some special highlights which helped business recovery.

- Over 80% of the KTM showrooms completed their revamp and upgradation to house both the KTMs and the Husqvarnas and added over 100,000 square feet of retail space to the network.
- New models like Husqvarna and KTM Adventure established themselves and found a stable footing in the market. Adventure 250 was launched to join its 390cc sibling.
- The KTM brand is being built around unprecedented probiking experiences for its customers. The business formed a Ride and Community Management capability and launched multiple first-in-market experiences across Adventure, Street and Track. Each such experience is on specially curated routes and led by master trainers. These have helped KTM owners to bond into a community and made them better and safer bikers.
- The KTM Duke200 was relaunched in its second generation form while Duke250 was upgraded with premium features.

KTM crossed the 64,000 unit mark in FY2020. It succeeded in selling 63,187 units during a year when so many other major brands were in a state of decline.

Chart D plots the growth of KTM sales in India.



Scooters: Reincarnation of the Chetak

For many decades, Bajaj Auto was synonymous with its Chetak. We have re-introduced the legendary brand as a best-in-class electric scooter with an iconic design and have created an object of beauty and aesthetics.

The classic style of the new Chetak is designed to delight. It is made of steel and built to last. It can offer a ride of up to 95 km in the Eco mode per single full charge of its battery. It represents the future of mobility.

Simple lines and smooth surfaces are seamlessly woven together with perfect detailing and are available in six colours. With features like horseshoe shaped LED headlight, daytime running lamps, feather touch activated electronic switches, sequential scrolling rear LED blinkers and a digital console that intuitively displays key vehicle information, the Chetak is a thing of beauty.



At its heart is a IP67 rated high-tech Lithium Ion battery that can be easily charged using a standard 5 amp electrical outlet. The on-board Intelligent Battery Management System seamlessly controls the charging and discharging.

Besides, the Chetak offers a fully-connected riding experience — being embedded with mobility solutions like data communication, security and user authentication. The Chetak mobile app gives riders a comprehensive overview of all aspects of the vehicle and its ride history. The new Chetak is being made at a state-of-the-art, temperature controlled facility at Chakan, Pune to exacting standards using the best materials and cutting edge robotic technology.

The excitement to purchase a Chetak is palpable. When booking for the Chetak was first rolled out in early 2020, it had to be stopped on account of Covid-19 related disruptions. Thereafter, the Company re-opened online bookings at 9 AM on 13 April 2021 but had to stop taking bookings just 48 hours later, owing to overwhelming demand. Bajaj Auto expects to start delivering this iconic model in the course of the second quarter of FY2022.

Three-Wheelers

Bajaj Auto is the world's largest manufacturer and seller of three-wheelers. Our performance in this segment is given in Table 2.

Table 2: Three-Wheeler Sale, Industry and Bajaj Auto (in numbers)

Particulars	Total sales		Domestic sales		Export sales	
	FY2021	FY2020	FY2021	FY2020	FY2021	FY2020
Passenger carriers						
Industry sales	521,424	1,020,865	134,087	525,015	387,337	495,850
Bajaj Auto sales	332,572	629,326	81,618	334,714	250,954	294,612
Bajaj Auto market share	63.8%	61.6%	60.9%	63.8%	64.8%	59.4%
Goods carriers						
Industry sales	87,714	117,873	82,110	111,554	5,604	6,319
Bajaj Auto sales	30,932	32,191	27,686	30,103	3,246	2,088
Bajaj Auto market share	35.3%	27.3%	33.7%	27.0%	57.9%	33.0%
Total three-wheelers						
Industry sales	609,138	1,138,738	216,197	636,569	392,941	502,169
Bajaj Auto sales	363,504	661,517	109,304	364,817	254,200	296,700
Bajaj Auto market share	59.7%	58.1%	50.6%	57.3%	64.7%	59.1%

- Our domestic sale of three-wheelers fell to 109,304 units primarily due to a reduction in passenger three-wheeler sales across the industry on account of Covid-19. However, we continued to be the market leader, accounting for 50.6% of all three-wheeler sales and 60.9% of passenger vehicle sales.
- A sequential recovery was witnessed - in Q1 FY2021, Bajaj Auto sold 5,309 units. In Q2, this had increased to 23,392, in Q3, 34,230 and in Q4, we sold 46,373 units.
- In the goods carriers segment, we now account for 33.7% of the domestic market — up from 27.0% a year earlier.
- We continue to be the dominant exporter among Indian sellers accounting for a market share of 64.7% in FY2021 up from 59.1% in FY2020
- In FY2021, we wrested leadership in the Big Diesel Passenger Segment and are now leader with a 41.7% market share. With this, we are now leaders across all passenger three-wheeler segments.

Three-Wheelers

Market share in the segment **41.7%**



International Business

We are **The World's Favourite Indian** thanks to the reach of our international business.

In FY2021

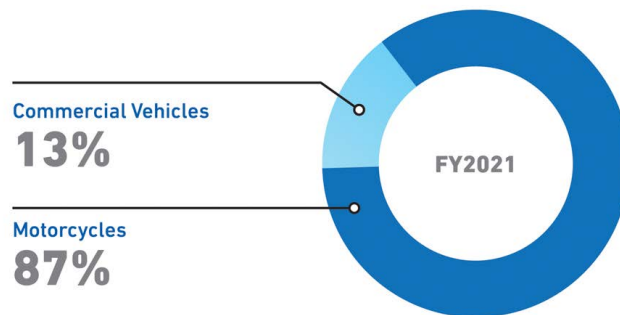
- We exported 2.05 million vehicles. This is the third year in succession that we have exported over 2 million vehicles.
- In a difficult global market scenario, we exported almost 1.8 million motorcycles.
- There was a sharply contrasting growth performance between the first and second half of the year. Motorcycles and commercial vehicles witnessed a decline of 33% and 35% respectively in the first half. This turned to growth of 25% for motorcycle and 9% for commercial vehicles in the second half.
- Except ASEAN, all regions have shown strong recovery in the second half of FY2021.

Table 3 gives the export data.

Table 3: Exports, in Units and Revenue for, Bajaj Auto

Particulars	FY2021	FY2020	Change
Units			
Motorcycles	1,796,518	1,869,220	-3.9%
Commercial Vehicles	257,729	301,885	-14.6%
Total numbers	2,054,247	2,171,105	-5.4%
Exports in ₹ (crore)	12,687	12,216	3.9%
Exports in USD (million)	1,651	1,642	0.5%

International Business - Exports



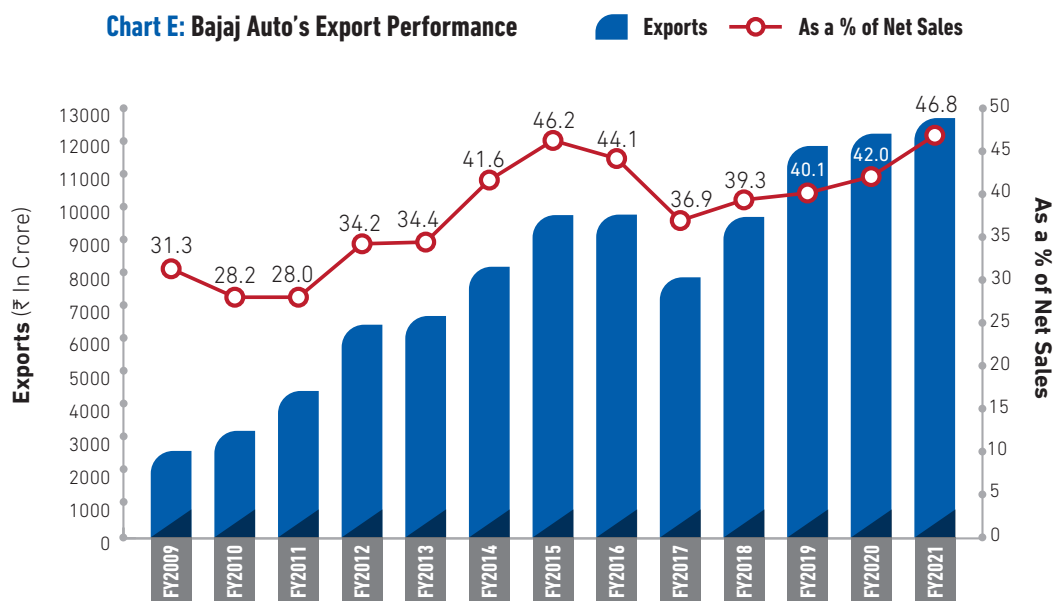
Regarding motorcycles:

- Our 150cc+ motorcycles grew at 21% versus the previous year. The Dominar brands (both 250cc and 400cc) grew at 91%, though over a smaller base.
- In Latin America, we recorded highest ever volumes in many key countries, such as Mexico, Guatemala, Nicaragua, Honduras, Peru and Bolivia.
- We continued our dominance in Africa, where we exported over 1 million motorcycles for the second consecutive year.

Regarding commercial vehicles:

- Due to Covid-19 related restrictions in most countries, recovery in commercial vehicle business has been slow.
- However, an increased focus on new segments like cargo plus the launch of new and refreshed RE variants led to recovery in the second half of the year. Egypt, where exports were impacted by regulatory issues last year, has grown by 255% over the previous year.

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



As Chart E shows, we have not only increased the value of our exports in FY2021, but have also increased the share as a percentage of net sales, which now stands at 46.8%.

R&D

In FY2021 despite Covid-19, Bajaj Auto's R&D achieved all the product launches that were planned for the year.

R&D Projects

R&D successfully delivered forty-one projects in various product segments to meet the Company's domestic and export requirements. These were:

- Commuter segment: Nine launches.
- Sports segment: Six launches.
- Super-sport or Premium segment: Three launches.
- Commercial segment: Twenty three launches.

Some of the strategic products that were launched are given below.



To take commuting bikes to the next level of safety, R&D has introduced the ABS technology on the Platina 110. This innovative product brings unprecedented levels of safety during braking under difficult conditions like wet, oily or gravelly roads.



PULSAR 125 SPLIT SEAT

The popular Pulsar 125 Neon range was strengthened with the addition of sportier split seat variant. This has been met with excellent response in the market.



KTM ADVENTURE 250

The best-in-class KTM Adventure 390 was joined by a more affordable 250cc variant, thus expanding the popularity of this evolving segment and building on KTM's off-road heritage.

Gaseous Fuel Three-Wheeler with instant Switchover

R&D has introduced gaseous fuel three-wheeler with an innovative capability to instantly switch from gas to petrol or vice versa. This can be done on the fly as the vehicle is moving, unlike the competitions' models that need to stop and wait for minutes to burn off the fuel in the carburettor before switching fuels. This was implemented across the entire range of Bajaj Auto's gaseous three-wheeler portfolio.



This strategic model was created for Nigeria with a 10" wheel and a bigger engine for greater strength and durability. It has been met with excellent response in the market.

BS-VI Transition

All the BS-VI launches were supported to ensure smooth transition.

R&D Facilities

The EV Laboratory

In October 2020, BAL's R&D went live with a 25,000 square feet EV Laboratory to design and develop EV technologies. The laboratory is equipped with critical capabilities for manufacturing and testing EV components and vehicles.

The EV lab is being continuously augmented in both capacity and capability to meet all the emerging needs of creating EV products.

Electro-Magnetic Compatibility (EMC) Chamber

Increasing electronics on vehicles and stringent norms on components regarding EMC and electro-magnetic interference have made the design and validation of EMI/EMC performance of both components and vehicles a necessity. BAL has created a new EMI/EMC facility in R&D to meet this need. This will also enable Bajaj Auto to reduce its dependence on external agencies for conducting such test — resulting in saving both time and cost.

Operations, Productivity and Quality

TPM

Bajaj Auto's 'back end' consists of its manufacturing, engineering, development and materials functions. Principles and philosophy of TPM guides 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 culture of excellence across the entire supply chain.

Bajaj Auto's TPM at operations

Bajaj Auto is 'first-in-the-industry' in having all its manufacturing plants certified for 'Special Award for TPM Achievement' by Japan Institute for Plant Maintenance (JIPM). In FY2020, BAL Chakan plant was also conferred with "Advance Special Award for TPM Achievement".

Vendor TPM activities

Bajaj Auto supports its vendors to become globally competitive in terms of safety, quality, production, delivery, cost and human development.

Currently 174 Tier I vendors are practicing TPM and 128 of them have earned the 'BAL TPM Award'. Moreover there are now 295 Tier II vendors who are practicing TPM. In addition, we have actively encouraged our vendors to adopt best practices in energy and water conservation.

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 85% of supplies for all plants being made by vendors within their own clusters.

TPM in after-sales service

TPM methodologies are being continuously spread across our domestic dealership and international distributor networks.

As on 31 March 2021, we had 550 dealerships practicing TPM; and we have extended the TPM initiative to our sub-dealers.



KTM

TPM at overseas distributor plants

We started implementation of TPM at our international distributor plants. As of FY2021, 12 distributor plants have been practicing TPM for over a year. Consequently, these are now experiencing somewhere between 15% and 20% growth in manpower productivity, production rate and first-time right quality.

Women Employment

Our women employee strength has grown more than four times from 148 in FY2014 to 654 in FY2021. Of them, almost 70% women are working in manufacturing plants and in engineering.

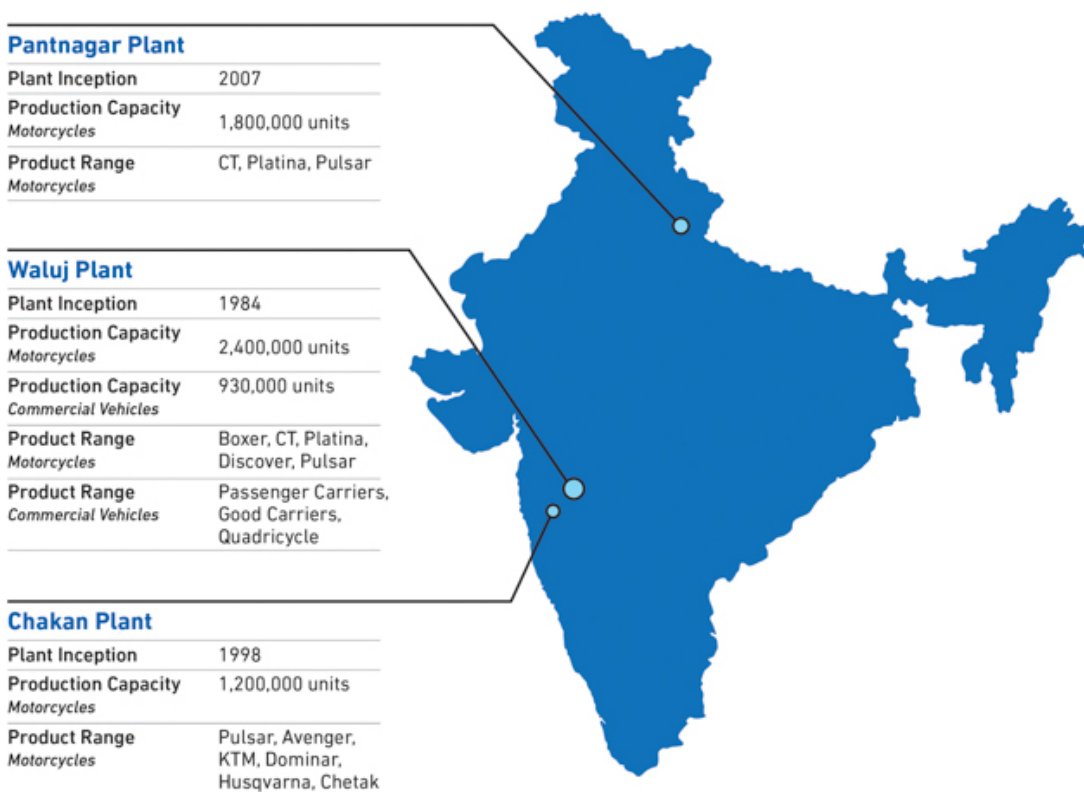
Some of our female employees are doing complex jobs like dynamic testing of bikes.

Capacity and Employee Strength

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

Plant	As on 31 March 2021	Product Range
Waluj	Motorcycles 2,400,000	Boxer, CT, Platina, Discover, Pulsar
	Commercial Vehicles 930,000	Passenger Carriers, Good Carriers, Quadricycle
	3,330,000	
Chakan	Motorcycles 1,200,000	Pulsar, Avenger, KTM, Dominar, Husqvarna, Chetak
Pantnagar	Motorcycles 1,800,000	CT, Platina and Pulsar
	6,330,000	

As on 31 March 2021, BAL's employee strength stood at 10,052.



Financials

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

Table 5: Summarised Standalone Profit and Loss Statement

Particulars	₹ In Crore	
	FY2021	FY2020
Operations		
Sales	27,133	29,112
Other operating income	608	807
Total operating income	27,741	29,919
Cost of materials consumed, net of expenditures capitalised	19,597	20,978
	70.6%	70.1%
Stores and tools	116	130
	0.4%	0.4%
Employee cost	1,283	1,386
	4.6%	4.6%
Factory, administrative and other expenses	717	866
	2.6%	2.9%
Sales and after sales expenses	965	1,306
	3.5%	4.4%
Total expenditure	22,678	24,666
Earnings before interest, tax, depreciation and amortisation (EBITDA)	5,063	5,253
EBITDA%	18.3%	17.6%
Interest	7	3
Depreciation and amortisation	259	246
Operating profit	4,797	5,004
	17.3%	16.7%
CSR spends and donations	131	154
Operating profit less CSR spends and donations	4,666	4,850
Non-operating income	1,276	1,733
Less : Non-operating expense	3	3
Non-operating income, net	1,273	1,730
Profit before tax	5,939	6,580
Tax expense	1,384	1,480
Profit after tax	4,555	5,100
Surplus cash and cash equivalents as on 31 March	17,689	14,322
Return on Operating Capital Employed (ROCE)	189%	336%

- Our surplus funds are invested in (i) fixed income securities rated P1+ 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	FY2021	FY2020	Remarks
Debtors Turnover Ratio	9.99	16.88	Lower turnover due to COVID related lockdown/ disruptions and increase in outstandings due to challenging business environment
Inventory Turnover Ratio	13.13	19.75	Lower turnover due to COVID related lockdown/ disruptions and increase in overall value of inventory
Current Ratio	2.51	1.55	Value of investments maturing within 1 year have gone up from ₹ 2,779.75 crore in FY2020 to ₹ 8,028.11 crore in FY2021
Operating Profit Margin	17.3%	16.7%	
Net Profit Margin	15.7%	16.1%	
Return on Net Worth	18.1%	25.6%	Lower profits due to COVID related lockdown/disruptions

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, through this subsidiary, Bajaj Auto has invested a total of €198.1 million (₹ 1,219 crore) and holds approximately 48% stake in KTM AG of Austria (KTM), the fastest growing motorcycle brand in the world.

Calendar year 2020 was impacted due to Covid-19.

- KTM sold 208,852 motorcycles versus 213,949 in the previous year.
- KTM achieved a turnover of €1.41 billion compared to €1.51 billion in the previous year.
- Profit after tax was at €71.2 million (₹ 638 crore) versus €84.6 million (₹ 670 crore).
- The proportionate profit to Bajaj Auto Ltd. €34.1 million (₹ 306 crore) as against €40.6 million (₹ 322 crore) in the previous year, which shows up in the consolidated results.

During the year, Bajaj Auto manufactured 148,183 units of KTM and Husqvarna at its Chakan plant. Of these, 63,187 units were sold through the Pro-biking network and 79,832 were exported.

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 (₹ 11 crore). It has obtained all necessary approvals from local authorities to set up an International Business Centre (IBC) and an Engineering Design Centre (EDC) under this subsidiary.

While the start of the activity was delayed by the pandemic, the EDC is now operational and international designers are operating from this new facility in Bangkok. It marks a new beginning for Bajaj Auto's R&D expanding its design centre to trend-defining markets around the globe. Full scale operations including IBC is likely to commence in the coming year.

New Offices

Bajaj Auto is also going to set up an Engineering Design Centre in Barcelona Spain. It is also in the process of setting up operations to address the motorcycle market in Brazil thru a wholly owned subsidiary

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Consolidation of accounts and segment reporting

Table 7: Segment Revenue and Segment Results

(₹ In Crore)		
Segment Revenue	FY2021	FY2020
Automotive	27,750	29,968
Investment and others	1,268	1,475
	29,018	31,443
Segment Results		
Profit/(Loss) from each segment before tax		
Automotive	4,984	5,223
Investment and others	1,264	1,472
	6,248	6,695
Less : Interest	7	3
Profit before tax	6,241	6,692
Profit after tax	4,857	5,212

Outlook

Thanks to Covid-19, FY2021 was an extremely difficult year. It speaks volumes for Bajaj Auto that it survived the complete break in the supply chain during the lockdown and then turned around operations to almost the pre-Covid levels by the third quarter of the year. As we were looking forward to higher growth, the virus struck even more virulently from March 2021 —with many states and local governments announcing local lockdowns.

At this stage, it is challenging to predict how long the second spike will last and how bad will it be. Therefore, it is difficult to share how Bajaj Auto will do in FY2022.

However, we can say two things with certainty.

1. First, we as a responsible enterprise, will do all that is needed to ensure that our employees and their families remain safe in this pandemic.
2. Second, we will be persistent with our efforts to offer best-in-class motorcycles across the entire spectrum in which we operate. You will see new models and variants being introduced without fail to enthuse our customers in more ways than one.

We are a financially strong enterprise that enjoys great brand value. If we can't overcome this crisis by moving ahead, who can?

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 2020-21 (or 'FY2021').

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 the fundamental canons of the Bajaj group. Bajaj Auto Ltd. maintains the same tradition and commitment.

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 familiarize 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.

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 2021, the Board consisted of 16 directors, of whom three were executive (including the managing director), eight were non-executive as well as independent (including two women independent directors) and five 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 FY2021, the Board met five times: 20 May 2020, 22 July 2020, 22 October 2020, 21 January 2021 and 17 March 2021. 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 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 FY2021

Name of director	Category	Relationship with other directors	No. of shares held by director	No. of Board Meetings attended	Whether attended last AGM
Rahul Bajaj	Chairman, non-executive	Father of Rajiv Bajaj and Sanjiv Bajaj	10,48,796	5/5	Yes
Madhur Bajaj	Vice Chairman, non-executive	Brother of Shekhar Bajaj and Niraj Bajaj	13,56,030	5/5	Yes
Rajiv Bajaj	Managing Director and CEO, executive	Son of Rahul Bajaj, brother of Sanjiv Bajaj	7,56,200	5/5	Yes
Sanjiv Bajaj	Non-executive	Son of Rahul Bajaj, brother of Rajiv Bajaj	7,69,224	5/5	Yes
Shekhar Bajaj	Non-executive	Brother of Madhur Bajaj and Niraj Bajaj	7,220	5/5	Yes
D J Balaji Rao	Non-executive, independent	–	–	5/5	Yes
Niraj Bajaj	Non-executive	Brother of Madhur Bajaj and Shekhar Bajaj	8,13,022	5/5	Yes
Dr. Gita Piramal	Non-executive, independent	–	–	5/5	Yes
Pradeep Shrivastava	Executive Director	–	75	5/5	Yes

Table 1: Composition of the Board and attendance record of directors for FY2021 (Contd.)

Name of director	Category	Relationship with other directors	No. of shares held by director	No. of Board Meetings attended	Whether attended last AGM
Dr. Naushad Forbes	Non-executive, independent	–	3,500	5/5	Yes
Dr. Omkar Goswami	Non-executive, independent	–	–	5/5	Yes
Anami N. Roy	Non-executive, independent	–	–	5/5	Yes
Rakesh Sharma	Executive Director	–	–	5/5	Yes
Ms. Lila Poonawalla	Non-executive, independent	–	–	5/5	Yes
Pradip Shah	Non-executive, independent	–	4,000	5/5	Yes
Abhinav Bindra*	Non-executive, independent	–	–	4/4	Yes

* Appointed as an independent director w.e.f. 20 May 2020.

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/our-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 27 July 2016 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 2021.

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.

Approval of shareholders is being taken at the ensuing annual general meeting for payment of commission for another five years commencing from 1 April 2021.

In consideration of the services that are being rendered by Rahul Bajaj in his capacity as Non-executive Chairman, in addition to the commission and sitting fee as may be payable to him as non-executive director, the following facilities have been extended to him w.e.f. 1 April 2020:

- Free furnished residential accommodation, including maintenance with gas, electricity, water and furnishing.
- Car with driver.
- Reimbursement of medical expenses in India or abroad, including hospitalisation, nursing home surgical charges and in case of medical treatment abroad, airfare and boarding/lodging expenses for him and his attendant.

Pursuant to regulation 17(6)(ca) of the SEBI Listing Regulations, in case remuneration payable to a single non-executive director exceeds the limit of 50% of the total remuneration payable to all the non-executive directors annually, approval of shareholders is required annually. Therefore, this was taken by way of an enabling provision for the FY2021 through a postal ballot on 16 March 2020.

Given the provision and approval mentioned in the paragraph immediately above, Rahul Bajaj is being paid ₹ 4.50 crore as special commission for FY2021. The total remuneration payable to Rahul Bajaj taking into account this special commission would work out to approximately ₹ 6 crore for FY2021.

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 such that 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 17 March 2021 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.

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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. The 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

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 2021

Name of 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
Rahul Bajaj	2	-	8	-	-
Madhur Bajaj	5	-	4	-	-
Rajiv Bajaj	5	-	3	-	-
Sanjiv Bajaj	5	5	9	7	-
Shekhar Bajaj	3	4	5	3	1
D J Balaji Rao	5	-	-	4	2
Niraj Bajaj	4	4	10	1	1
Dr. Gita Piramal	4	-	2	7	3
Pradeep Shrivastava	1	-	-	-	-
Dr. Naushad Forbes	5	-	9	6	1
Dr. Omkar Goswami	4	1	1	6	1
Anami N. Roy	6	3	2	5	2
Rakesh Sharma	1	-	-	-	-
Ms. Lila Poonawalla	2	7	2	7	4
Pradip Shah	7	2	6	7	3
Abhinav Bindra	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 2021

Name of director	Name of listed entities	Category
Rahul Bajaj	a) Bajaj Auto Ltd.	Chairman, non-executive
	b) Bajaj Finance Ltd.	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 and 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 and 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, executive
	d) Bajaj Holdings and 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

Table 3: Name of equity listed entities where directors of the Company held directorships as on 31 March 2021 (Contd.)

Name of director	Name of listed entities	Category
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 and Investment Ltd.	Non-executive, independent
	e) John Cockril India Ltd.	Non-executive, independent
Niraj Bajaj	a) Bajaj Auto Ltd.	Non-executive
	b) Mukand Ltd.	Chairman and Managing Director, executive
	c) Mukand Engineers Ltd.	Non-executive
	d) Bajaj Holdings and Investment Ltd.	Chairman, non-executive
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 and 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 and Investment Ltd.	Non-executive, independent
	d) Bajaj Finance Ltd.	Non-executive, independent
	e) Zodiac Clothing Company Ltd.	Non-executive, independent
Dr. Omkar Goswami	a) Bajaj Auto Ltd.	Non-executive, independent
	b) Bajaj Finance Ltd.	Non-executive, independent
	c) Ambuja Cements Ltd.	Non-executive, independent
	d) Godrej Consumer Products Ltd.	Non-executive, independent

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Table 3: Name of equity listed entities where directors of the Company held directorships as on 31 March 2021 (Contd.)

Name of director	Name of listed entities	Category
Anami N. Roy	a) Bajaj Auto Ltd.	Non-executive, independent
	b) Bajaj Finserv Ltd.	Non-executive, independent
	c) Bajaj Holdings and 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.	Non-executive, independent
	d) KSB Ltd.	Non-executive, independent
	e) BASF India Ltd.	Non-executive, independent
	f) Sonata Software Ltd.	Chairman, non-executive, independent
	g) Bajaj Holdings and 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 www.bajajauto.com/investors/codes-policies

All directors and senior management personnel have affirmed compliance with the code for FY2021. 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 available 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/codes-policies>
- 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 FY2021 and a consolidated report thereof were arrived at.
- This report was then discussed and noted by the Board at its meeting held on 17 March 2021.
- The nomination and remuneration committee reviewed the implementation and compliance of the performance evaluation at its meeting held on 17 March 2021. Based on the report of performance evaluation, the Board and nomination and remuneration committee at their meeting held on 17 March 2021, determined as required under law that the appointment of independent directors may continue.
- 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 17 March 2021 have been furnished in a separate para elsewhere in this Report.
- During FY2021, 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 www.bajajauto.com/investors/codes-policies

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 www.bajajauto.com/investors/codes-policies

Whistle blower policy/Vigil mechanism

Pursuant to section 177(9) of 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 www.bajajauto.com/investors/codes-policies

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 three overseas subsidiaries, viz. PT Bajaj Auto Indonesia, Bajaj Auto International Holdings BV, Netherlands and Bajaj Auto (Thailand) Ltd., Thailand. 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/codes-policies>

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.

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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 FY2021 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 related party transactions 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.

The revised policy on materiality of RPTs stipulating threshold limits and also on dealing with RPTs which was approved by the Board at its meeting held on 13 March 2019, pursuant to SEBI Listing Regulations, has been placed on the Company's website <https://www.bajajauto.com/investors/codes-policies>

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/codes-policies>

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/codes-policies>

Meetings and attendance

During FY2021, the audit committee met four times: 20 May 2020, 22 July 2020, 22 October 2020 and 21 January 2021. 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 FY2021

Name of director	Category	No. of meetings attended
Anami N. Roy	Chairman, non-executive, independent	4/4
D J Balaji Rao	Non-executive, independent	4/4
Dr. Gita Piramal	Non-executive, independent	4/4
Dr. Naushad Forbes	Non-executive, independent	3/4

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 2020.

Nomination and remuneration committee

The Company has constituted a nomination and remuneration committee. Its terms of reference were revised by the Board at its meeting held on 13 March 2019. 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/codes-policies>

During FY2021, the Committee met three times: 20 May 2020, 22 October 2020 and 17 March 2021.

Table 5: Composition of nomination and remuneration committee and attendance of its members for FY2021

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

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:

- Appointment of Abhinav Bindra as additional and independent director.
- Re-appointment of Madhur Bajaj as Vice Chairman and extension of facilities.
- Recommendation of remuneration payable to senior management.
- Approval of revision in the remuneration payable to executive directors.
- Approval of revision in the remuneration payable to the Managing Director and CEO.
- Approval for second tranche of grant of stock options under Bajaj Auto Employee Stock Option Scheme 2019.
- Review the implementation and compliance of performance evaluation of the Board, its committees, the Chairman and individual directors.
- Review the performance evaluation criteria and the process followed.
- Consider revision in the remuneration payable to senior management (the Chief Financial Officer and the Chief Human Resources Officer) effective from 1 October 2020.

- x) Note of Bajaj Auto Ltd. featuring in the list of Forbes World's Best Employers 2020.
- xi) Re-appointment of Pradeep Shrivastava as Whole-time Director.
- xii) Recommend for payment of special commission to Rahul Bajaj as non-executive director and Chairman for FY2021.

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 2020.

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 13 March 2019 and these *inter alia* include: (i) to manage the integrated risk, (ii) to lay down procedures to inform the Board about risk assessment and minimisation procedures in the Company, (iii) to frame, implement and monitor the risk management plan for the Company and (iv) to perform such other functions as the Board may deem necessary including cyber security etc.

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.

During FY2021, the committee met three times: 20 May 2020, 22 October 2020 and 17 March 2021. The frequency of the meetings has been increased to have a closer oversight of the risk management practices.

Table 6: Composition of Risk Management Committee and attendance record of its members for FY2021

Name of director	Category	No. of meetings attended
Anami N. Roy	Chairman, non-executive, independent	3/3
D J Balaji Rao	Non-executive, independent	3/3
Soumen Ray	Chief Financial Officer	3/3

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/codes-policies>.

During FY2021, the committee met on 21 January 2021 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.

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Table 7: Composition of Stakeholders' Relationship Committee and attendance record of members for FY2021

Name of director	Category	Attendance at the meeting held on 21 January 2021
D J Balaji Rao	Chairman, non-executive, independent	Yes
Dr. Gita Piramal	Non-executive, independent	Yes
Dr. Omkar Goswami	Non-executive, independent	Yes

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 2020.

Table 8: Investors' complaints attended and resolved during FY2021

Investors' complaints	Attended/resolved during the year
Pending at the beginning of the year	–
Received during the year	8
Disposed of during the year	8
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 Board at its meeting held on 4 February 2016, constituted 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.

Table 9: Composition of the duplicate share certificate issuance committee and attendance record of its members for FY2021

Name of director	Category	Attendance at the meeting held on 21 January 2021
Rahul Bajaj	Chairman, non-executive	Yes
Rajiv Bajaj	Managing Director and CEO, executive	Yes
Sanjiv Bajaj	Non-executive	Yes

During the year, the Board, at its meeting held on 17 March 2021, re-constituted the committee as given below:

Name of director	Category
Rajiv Bajaj	Managing Director and CEO, executive
Pradeep Shrivastava	Whole-time Director, executive
Rakesh Sharma	Whole-time Director, executive

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 17 March 2021, without the attendance of non-independent directors and members of management, to discuss the following:

- Noting of the report of performance evaluation of Board and its committees for 2020-21, from the Chairman of the Board.
- Review the performance of non-independent directors and the Board as a whole.
- Review the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors.
- 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.
- Noting and review of the informal meeting with senior management.

All independent directors were present at the meeting.

The independent directors present elected Anami N. Roy 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 meetings 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/codes-policies>

Non-executive directors

As stated earlier in this report, non-executive directors are paid sitting fees and commission; and special commission was approved for the non-executive Chairman for FY2021.

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/annual-reports>

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 perquisites 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 FY2021, 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/annual-reports>

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, ('SEBI PIT Regulations') the Company had a Board-approved code of conduct to regulate, monitor and report trading by insiders; and a code of practices and procedures for fair disclosure of unpublished price sensitive Information.

The SEBI PIT Regulations were amended. Consequentially, the Board of directors, at its meeting held on 13 March 2019, approved the following, with effect from 1 April 2019:

- a. Revised code of conduct to regulate, monitor and report trading by designated persons.
- b. Revised code of practices and procedures for fair disclosure of unpublished price sensitive information.
- c. Revised whistle blower policy.
- d. Institutional mechanism for prevention of insider trading.
- e. Amendment to the terms of reference of the audit committee.
- f. List of designated persons for the code of conduct mentioned above.

During the year, the Board revised the code of conduct to regulate, monitor and report trading by Insiders in line with the amended SEBI PIT Regulations. Where non-compliance by the employees concerned was observed, penalty was levied and the amount was remitted to the specified 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.

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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
11th AGM	20 July 2018 at 12.15 p.m.	Nil
12th AGM	26 July 2019 at 12.15 p.m.	<ol style="list-style-type: none"> Approval of appointment of Rakesh Sharma as a Whole-time Director, with the designation as Executive Director 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) 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 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 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"> 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 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

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 stricture 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 FY2021. 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	1.85
2	PT. Bajaj Auto Indonesia	-	-
3	Bajaj Auto International Holdings BV	-	-
4	Bajaj Auto (Thailand) Ltd.	0.03	-

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

14th Annual General Meeting (AGM)

Date	22 July 2021
Time	12.15 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

MCA vide its circulars dated 8 April 2020, 13 April 2020, 5 May 2020 and 13 January 2021 read with SEBI circulars dated 12 May 2020 and 15 January 2021 has provided an option for Companies to conduct AGM through 'VC or OAVM' and send financial statements (including Board's Report, Auditors Report and other documents to be attached therewith) through email.

Accordingly, as in the previous year, the annual report of the Company for the year 2020-21 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 14th 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

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. Further, the name of Karvy Fintech Pvt. Ltd. was changed to KFin Technologies Pvt. Ltd. (KFin) with effect from 5 December 2019. 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).

Dates of book closure

The register of members and share transfer books of the Company will remain closed from Saturday, 10 July 2021 to Thursday, 22 July 2021 (both days inclusive) for the purpose of payment of dividend.

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 2020-21, subject to approval of members at the ensuing AGM as against ₹ 120 per equity share (1200%) for the previous year.

Dividend on equity shares, if declared, at the AGM, will be credited/dispatched between Monday, 26 July 2021 and/or Tuesday, 27 July 2021, 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 of closing hours on Friday, 9 July 2021; 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, 9 July 2021

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 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.

To enable payment of dividend through electronic mode, members holding shares in physical form are requested to furnish, on or before Friday, 9 July 2021, 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 Friday, 9 July 2021. 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 on dividend

As per the amended Income Tax Act, 1961, hereafter there will be no dividend distribution tax payable by the Company. The dividend, if declared, will be taxable in the hands of the shareholders subject to tax deduction at source at the applicable rates. For details, shareholders are requested to refer to the Notice of Annual General Meeting.

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 2012-13 has been already transferred by the Company to this said Fund from September 2015 onwards.

Unpaid/unclaimed dividend for the financial year 2013-14 shall be due for transfer to the Fund in August 2021. Members are requested to verify their records and send their claim, if any, for the financial year 2013-14, before such amount becomes due for transfer. Communications are being sent to the members, who have not yet claimed dividend for the financial year 2013-14, 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
2013-2014	Final	17 July 2014	14 August 2021	14 September 2021
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)	9 March 2020	7 April 2027	6 May 2027

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 email to such shareholders, whose dividend from the year 2013-14 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 be made available on the Company's website www.bajajauto.com

During the year under review, the Company transferred 6,422 (previous year: 109,499) equity shares of the face value of ₹10 each relating to 22 shareholders (previous year: 68) 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 SEBI 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. During FY2021, no shares were transferred in the physical form except for those for whom the transfer deed was lodged prior to 1 April 2019 and were returned due to deficiencies in the document and thus re-lodged after 1 April 2019.

Further, SEBI through its circular dated 7 September 2020 has fixed 31 March 2021 as the cut-off date for re-lodging of transfer deeds (including request for transfer(s) pending with Company or its share transfer agent as on 7 September 2020). It has also stated that such transferred shares shall be issued only in demat mode. Moreover, SEBI vide its circular dated 2 December 2020 has provided operational guidelines for the transfer and de-materialisation of re-lodged physical shares.

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 2020-21 was 55,436 shares versus 73,029 shares during 2019-20. Such details were placed before the Board on a quarterly basis.

Investor grievances redressal mechanism

SEBI has issued a circular, SEBI/HO/OIAE/IGRD/CIR/P/2020/152 dated 13 August 2020, laying down the mechanism for redressal of investor complaints by companies and stock exchanges effective from 1 September 2020. This outlines the procedure for handling complaints by stock exchanges as well as standard operating procedure for actions to be taken against listed companies for failure to redress investor grievances.

An investor can raise complaints on non-receipt of bonus shares, of dividend, of duplicate share certificate and delays in dematerialisation/rematerialisation etc. Complaints pertaining to deposits and IEPF matters are not governed by this circular.

Dematerialisation/Rematerialisation of shares

During 2020-21, 51,350 shares were dematerialised versus 385,827 shares in 2019-20. No shares were rematerialised during 2020-21 versus 75 shares in 2019-20. Shares held in physical and electronic mode as on 31 March 2021 are in Table 1.

Table 1: Shares held in physical and electronic mode

Particulars	Position as on 31 March 2021		Position as on 31 March 2020		Net change during 2020-21	
	No. of shares	% to total shareholding	No. of shares	% to total shareholding	No. of shares	% to total shareholding
Physical	17,011,759	5.88	17,069,413	5.90	(57,654)	(0.02)
Demat						
NSDL	265,281,149	91.68	265,787,712	91.85	(506,563)	(0.17)
CDSL	7,074,112	2.44	6,509,895	2.25	564,217	0.19
Sub-total	272,355,261	94.12	272,297,607	94.10	57,654	0.02
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.

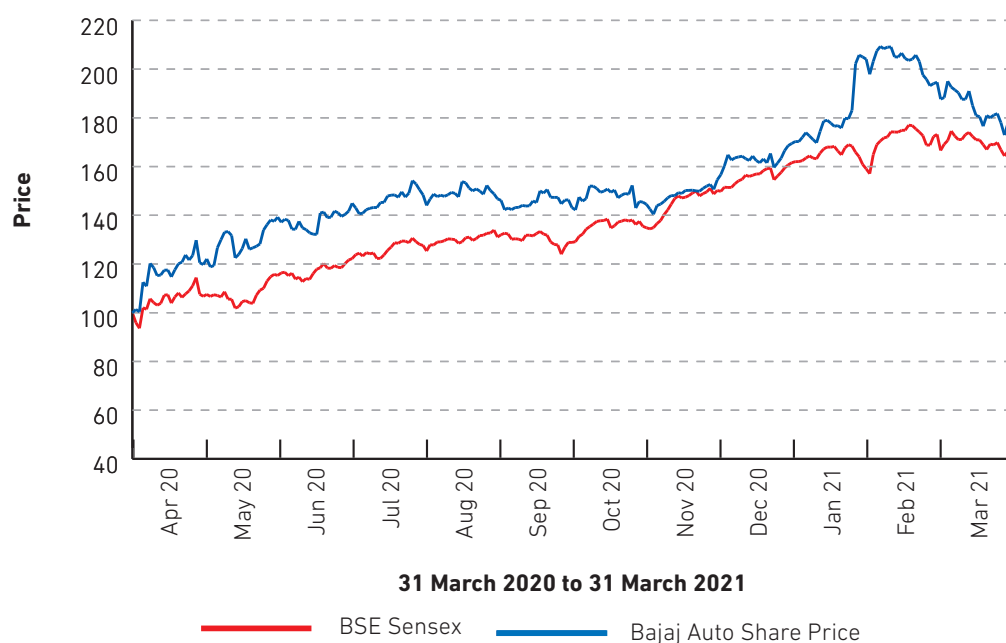
Pursuant to the SEBI Listing Regulations, 2015, the Company has entered into a uniform Listing Agreement with BSE and NSE. For FY2021, the listing fees payable to these stock exchanges have been paid in full.

Market price data

Table 2: Monthly highs and lows of Company's shares in FY2021
(₹ vis-à-vis BSE Sensex)

Month	BSE		NSE		Closing BSE Sensex
	High	Low	High	Low	
Apr-20	2,653.75	1,959.00	2,654.00	1,957.55	33,717.62
May-20	2,766.70	2,363.25	2,774.00	2,361.30	32,424.10
Jun-20	2,978.05	2,580.15	2,979.90	2,610.25	34,915.80
Jul-20	3,149.75	2,793.20	3,149.00	2,811.60	37,606.89
Aug-20	3,158.75	2,911.00	3,159.00	2,910.00	38,628.29
Sep-20	3,069.00	2,831.40	3,070.00	2,830.05	38,067.93
Oct-20	3,130.60	2,855.00	3,130.00	2,853.05	39,614.07
Nov-20	3,249.75	2,823.35	3,249.00	2,822.45	44,149.72
Dec-20	3,472.35	3,164.10	3,472.85	3,161.00	47,751.33
Jan-21	4,237.20	3,412.30	4,236.65	3,428.25	46,285.77
Feb-21	4,361.20	3,778.00	4,361.40	3,773.05	49,099.99
Mar-21	3,973.20	3,496.90	3,985.00	3,497.00	49,509.15

Bajaj Auto Ltd. stock performance vs BSE Sensex, during 2020-21, indexed to 100 on 31 March 2020



Distribution of shareholding

Table 3 gives details about the pattern of shareholding across various categories as on 31 March 2021, while Table 4 gives the data according to size classes.

Table 3: Distribution of shareholdings across categories

Categories	31 March 2021		31 March 2020	
	No. of shares	% to total capital	No. of shares	% to total capital
Promoters	155,389,904	53.70	155,263,104	53.66
Friends and associates of promoters	22,348,700	7.73	22,607,209	7.81
FPIs/FIIIs	34,701,018	11.99	40,323,573	13.94
Public Financial Institutions	25,638,567	8.86	16,259,825	5.62
Mutual Funds	9,852,302	3.40	8,817,622	3.05
Nationalised and other banks	67,109	0.02	287,213	0.10
NRIs and OCBs	1,304,665	0.45	1,455,020	0.50
Others	40,064,755	13.85	44,353,454	15.32
Total	289,367,020	100.00	289,367,020	100.00

Table 4: Distribution of shareholding according to size class as on 31 March 2021

Category	No. of shareholders		Shares held in each class	
	Number	%	Number	%
1 to 500	154,956	95.79	4,920,186	1.70
501 to 1000	2,335	1.44	1,723,774	0.60
1001 to 2000	1,444	0.89	2,105,340	0.73
2001 to 3000	679	0.42	1,689,981	0.58
3001 to 4000	383	0.24	1,344,412	0.46
4001 to 5000	309	0.19	1,409,681	0.49
5001 to 10000	637	0.39	4,562,816	1.58
10001 and above	1,032	0.64	271,610,830	93.86
Total	161,775	100.00	289,367,020	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 FY2021 were relating to non-receipt of dividend by warrants as well as through electronic clearing service, non-receipt of annual report and change of address and/or bank particulars. As on 31 March 2021, 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 eight 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; 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.

KPRISM: a mobile service application by KFin

Members should note that our registrar and share transfer agent, KFin, has launched a new 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 Play Store.

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 FY2021 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 2020	20	2,192
ii.	No. of shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year 2020-21	–	–
iii.	No. of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year 2020-21	–	–
iv.	No. of shares transferred to IEPF Authority during the year 2020-21	–	–
v.	Aggregate no. of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 31 March 2021	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). The prescribed nomination form (SH-13) will be sent by the share transfer agent of the Company upon such request and is also available on the Company's website www.bajajauto.com

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

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 31 August 2020 '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 Listing 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 AGM scheduled on 22 July 2021.

Members who are entitled to participate in the 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 an MCA circular, the Company will also provide two-way video conferencing or webex facility to members to participate in the 14th AGM. For details, refer the Notice of the AGM, which is on the Company's website at <https://www.bajajauto.com/investors/annual-reports> and on the website of the stock exchanges.

Voting through electronic means

Pursuant to section 108 of the Companies Act, 2013 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.

SEBI has issued a circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 for increase in the participation by the public non-institutional shareholders/retail shareholders in the e-voting process. It has been decided to enable e-voting to all the demat account holders, via a single login credential, through their demat accounts/websites of depositories/ depository participants. Demat account holders will be able to cast their vote without having to register again with the e-voting service providers. This will not only facilitate seamless authentication, but also enhance the ease and convenience of participating in the e-voting process.

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 15 July 2021 and the remote e-voting shall be open for a period of three days, from 19 July 2021 (9.00 a.m.) till 21 July 2021 (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 14th AGM and is also placed on the Company's website at <https://www.bajajauto.com/investors/annual-reports>

Outstanding convertible instruments/ADRs/GDRs/warrants

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

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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, Udham Singh Nagar 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 Pvt. Ltd.

(previously known as Karvy Fintech 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 Fourteenth Annual Report and Audited Financial Statements for the year ended 31 March 2021.

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	FY2021	FY2020
Two-wheelers	3,605,893	3,947,568
Commercial vehicles	367,021	667,644
Total	3,972,914	4,615,212
Of which exports	2,054,247	2,171,105

Particulars	FY2021	FY2020
Total revenue	29,017.54	31,652.21
Total expenses	23,078.54	25,072.01
Profit before exceptional items and tax	5,939.00	6,580.20
Exceptional items	-	-
Profit before tax	5,939.00	6,580.20
Tax expense	1,384.41	1,480.22
Profit for the year	4,554.59	5,099.98
Earnings per share (₹)	157.5	176.3

Closing balances in reserve/other equity

Particulars	FY2021	FY2020
General reserve	5,887.60	5,431.60
Retained earnings	18,861.25	14,750.44
Cash flow hedging reserve	148.90	5.63
Costs of hedging reserve	(58.06)	(121.81)
FVTOCI reserve	88.43	(413.13)
Share based payments reserve	16.91	10.01
Treasury shares	(32.14)	(26.62)
Total	24,912.89	19,636.12

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

Dividend Distribution Policy

Under the regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has formulated a dividend distribution policy. The Board at its meeting held on 17 March 2021 has amended the existing dividend distribution policy in a major way.

The 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/codes-policies>. 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 2021.

For the year ended 31 March 2020, the dividend paid was ₹ 120 per share of ₹ 10 each (1200%) and the total dividend and the tax thereon to the extent applicable aggregated to ₹ 4,186.16 crore.

As per the amended Income Tax Act, 1961, hereafter there will be no dividend distribution tax payable by the Company. The dividend, if declared, will be taxable in the hands of the shareholders subject to tax deduction at source at the applicable rates. For details, shareholders are requested to refer to the 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 2021 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 covered in the report on *Management Discussion and Analysis*.

Capacity Expansion and New Projects

The Company's current installed capacity is 6.33 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

FY2021 was a difficult year due to the impact of Covid-19. However, this did not deter the Company's R&D from achieving the product launches that were planned for the year.

A) Products

During 2020-21, R&D successfully delivered 41 projects across various product segments to meet the domestic and export requirements. 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 2020-21 and in the previous year was:

(₹ In Crore)		
Particulars	FY2021	FY2020
i. Capital (including technical know-how)	21.14	67.02
ii. Recurring	403.33	408.04
Total	424.47	475.06
iii. Total research and development expenditure as a percentage of sales	1.56%	1.63%

Conservation of Energy

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

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

A) Electrical Energy

- Efficient utilisation of rooftop solar plants: 5MW at Waluj, 1MW at Pantnagar, 3.2MW at Akurdi and 2MW at Chakan.
- Installation of 1,050 energy efficient LED luminaires across all our factories for energy conservation. Estimated savings are some 23,000 units per month.
- Provision of energy efficient motor for de-sludge pump in paint shop at Chakan and energy efficient motors at ETP at Akurdi.
- Installation of energy efficient air compressor, sealing of small air leakages through ultrasonic air leak detector, optimising pneumatic pressure for paint shop equipment for energy conservation.
- Installation of a centralised ARP system for energy conservation of paint shop MCD Waluj.
- Installation of power factor controller RTPFC panels at heavy fluctuating load areas for power quality improvement and overall KVAH reduction by maintaining overall power factor greater than 0.99 across all factory locations.
- Use of HVLS fans and pivot fans for air circulation in shop floors.
- Provision of ION Boiler at the washing machine for heating of the water in place of conventional heaters at Pantnagar.

- Water chiller integration and removal of multiple heating, ventilation and air conditioning (HVAC) systems led to optimum utilisation of energy in water chillers for the R&D process area.
- ASU conventional blowers replaced by DC brushless motors at Pantnagar.
- Optimum control of plant illumination by centrally controlling of plant street lighting through PLC logic remote switching at all plants.
- Installation of VFDs for ARP blowers, ED and topcoat forced coolers at the three-wheeler engine assembly and paint shop.
- Centralised operation of machines resulting in reduced power requirement of auxiliary port equipment.
- Continued use of motion sensors for offices and washroom lights switching.

B) Water

- Rain water storage pond with capacity of 85,000 cubic meter for Waluj plant.
- Use of ETP treated water with rainwater to feed RO plant for paint shop process.
- Continuous reuse of treated water for processes like cooling towers, vehicle washing, test track etc. in addition to toilet flushing and gardening.
- Continued rainwater harvesting across all plants; and efficient use of the sewage treatment plant (STP) water for gardening.
- Reuse of pre-treatment line DM2 overflow water for DM plant at Pantnagar.
- Reuse of dewatering mist spray water in RCDI stage at Pantnagar.
- Use of one touch taps and sensor-based taps for hand wash at various areas across factories.
- Orificing of taps and flush valves at hand wash and toilet to control consumption.
- Rerouting and resizing of the fresh water supply headers above the ground at Waluj plant.
- Use of a second stage RO plant to further treat the high TDS reject of first stage RO and generation of permeate for industrial use in paint shop.
- Water chiller integration and removal of HVAC systems resulting in reduced water consumption.

C) LPG/Propane

- Continued use of magnetic resonance in oven PNG supply.
- Continued use of low temperature chemicals for pre-treatment process at paint shops.
- Use of induction cooking at canteens for vessels up to 40 inch size.
- Use of energy efficient burners in the canteens in all plants.
- Improved thermal efficiency of oven by thermo coating application on the oven's internal surface.
- Lacquer oven auto ON/OFF during lunch and dinner time in paint shops across 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 160 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	
	FY2021*	FY2020
Electricity consumption	10.20	1.20
Water consumption	9.60	17.43
LPG/PNG consumption	-4.50#	3.97

* Nine months performance.

Increase is effect of lower volume of Commercial Vehicles production.

Investment/Savings

Description	₹ In Crore	
	FY2021	FY2020
Investment for energy conservation activities	1.69	1.61
Recurring savings achieved through above activities	0.53	0.61

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

Awards and Accolades

- Certified with latest Safety System Certification, ISO 45001:2018, for the Waluj and Pantnagar plants.
- Bureau Veritas Covid-Self Safe Assessment: Certification in Platinum category.

International Business

Despite the lockdown in March 2020, Bajaj Auto exported over 2.05 million vehicles in 2020-21. Exports accounted for ₹ 12,687 crore or USD\$ 1.65 billion and comprised 46.8% of net sales. 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 ₹ 12,181.88 crore, as compared to ₹ 11,872.37 crore during the previous year.

Total foreign exchange outflow during the year under review was ₹ 753.34 crore, as against ₹ 872.88 crore during the previous year.

Industrial Relations

This year, the Company embarked on the process map towards reinventing transformation. This has not only set new benchmarks, but also streamlined its business excellence through productivity and people engagement.

Industrial relations with staff and workmen across all the plants viz. Akurdi, Waluj, Chakan and Pantnagar, continued to be cordial.

Fostering Employee Engagement

Keeping business excellence as the centre, the Company has not only improvised engagement activities, but also tried to instil trust and confidence through innovative engagement frameworks.

Various employee engagement activities like monthly/quarterly Kaizen competitions, online yoga sessions, online learning platforms and certification courses have been organised to inculcate a sense of belonging among employees across all plants.

Employee Health and Wellness

To ensure that the manufacturing processes and supply chain do not get affected during the Covid-19 pandemic, the Company has taken several measures such as provision of medicine to improve immunity, doctor's advice, coupled with regular health check-ups and daily screening of employees.

Regular deep-cleaning and sanitisation of shop floor and offices are being conducted. All employees have been equipped with sanitisers and protective masks and are covered by a Covid-19 insurance, which includes pay and benefits, if they are quarantined or diagnosed with the disease.

At its Waluj plant, the Company has set up a Covid care centre and at Chakan, Akurdi and Pantnagar, it has collaborated with various Covid care centres to quarantine affected employees and family members.

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.

In the Sports category, PT BAI would continue to study the evolving market and evaluate different possible opportunities.

In view of global pandemic situation all over the world, the Company maintains a cautious approach and monitor the market developments.

Bajaj Auto International Holdings BV, Netherlands (BAIH BV)

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

Calendar year 2020 was impacted due to Covid-19, but KTM bounced back strongly in the second half of the year backed by good retail demand in USA, LATAM and Australian markets.

- KTM sold 208,852 motorcycles versus 213,949 in the previous year.
- KTM achieved a turnover of €1.41 billion compared to €1.51 billion in the previous year.
- Profit after tax was at €71.2 million (₹ 638 crore) versus €84.6 million (₹ 670 crore).
- The proportionate profit to Bajaj Auto was €34.1 million (₹ 306 crore) as against €40.6 million (₹ 322 crore) in the previous year, which shows up in the consolidated results.



 **Husqvarna**[®]
MOTORCYCLES

During the year, Bajaj Auto manufactured 148,183 units of KTM and Husqvarna at its Chakan plant. Of these, 63,187 units were sold through the Pro-biking network and 79,832 were exported.

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 (₹11 crore). It has obtained all necessary approvals from local authorities to set up an International Business Centre and an Engineering Design Centre under this subsidiary.

While the start of the activity was delayed by the pandemic, the Engineering Design Centre is now operational and international designers are operating from this new facility in Bangkok. This marks a new beginning for Bajaj R&D expanding its design centre to trend-defining markets round the globe. Full scale operations including International Business Centre is likely to commence in the coming year.

During the year under review, no company became or ceased to be our subsidiary, joint venture or associate company.

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/annual-reports>

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/annual-reports>.

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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('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 Board, at its meeting held on 13 March 2019, revised the commission from ₹ 150,000 to ₹ 250,000 payable per meeting to all non-executive (including independent) directors for meetings of Board and committees thereof attended by them from 1 April 2019 onwards as members.

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/codes-policies>

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

No related party transactions (RPTs) were entered into by the Company during the financial year, which could have attracted the provisions of section 188 of the Act. There being no 'material' RPTs as defined under regulation 23 of Listing Regulations, 2015, there are no details to be disclosed in Form AOC-2 in that regard.

During the year 2020-21, pursuant to section 177 of the Act and regulation 23 of Listing Regulations, 2015, all RPTs were placed before the audit committee for its approval. All RPTs during the year were conducted at arms' length and were in the ordinary course of business.

Pursuant to regulation 23 of Listing Regulations, 2015, the Board, at its meeting held on 13 March 2019, revised the policy on materiality of RPTs and on dealing with RPTs *inter alia* by including clear threshold limits.

The revised policy on materiality of RPTs as approved by the Board is on the Company's website <https://www.bajajauto.com/investors/codes-policies>

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

Information on the development and implementation of a risk management policy for the Company, including identification of elements of risk which, in the opinion of the Board may threaten the existence of the Company, is given in the *Corporate Governance Report*.

Corporate Social Responsibility (CSR)

Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been amended substantially with effect from 22 January 2021.

In terms of the provisions 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.

In line with the said amendments, 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 www.bajajauto.com

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 FY2021.

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 2021 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.

The audited financial statements for each of the subsidiary companies will be available for inspection upto the date of annual general meeting by any member of the Company on the Company's website www.bajajauto.com

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 2020-21 is attached to the balance sheet.

The provisions of section 148 of the Act, are not applicable to the Company. Accordingly, there is no requirement of maintenance of cost records as specified under sub-section (1) of section 148 of the Act.

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, one complaint was received from one of the employees, which was investigated and redressed by the internal complaints committee formed under the aforesaid Act and closed. The actions recommended by the Committee have been implemented.

There was no other case reported during the year under review under the said policy.

BAJAJ AUTO'S RESPONSE TO COVID-19

Joint initiative by BAL & Uber

Aim: To make commuting safer, BAL-Uber partnership jointly distributed safety kits and installed safety partitions in Auto-rickshaws.



1,04,000 +
Safety Kits Distributed

15 Lacs +
Rider Experiences

45 Lacs +
Screen Trips

1.5 Crore +
KMs Driven

Campaign acted as an impetus to get Auto Rickshaw base on Road quickly & safely and kick start their earnings



Uber, Bajaj partner to install safety partitions in 1 lakh autorickshaws across 20 cities



Uber and Bajaj Auto have announced a joint initiative to install safety partitions in 1 lakh autorickshaws across 20 cities. The initiative aims to ensure the safety of passengers and drivers during the COVID-19 pandemic.

h!auto



Uber, Bajaj partner to install safety partitions in one lakh autos

h!auto

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h!auto

h!auto

Unsung Heroes of Covid War

This pandemic has also highlighted humanity of several Auto rickshaw drivers, who have come forward and gone beyond their capacities to help the community



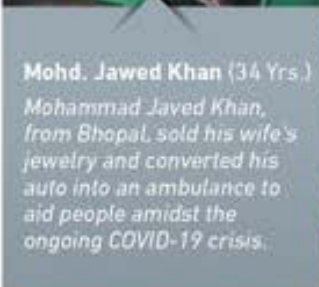
Ravi Agrawal (21 Yrs.)

Meet Ravi Agrawal, an auto driver pursuing his B. Com from Ranchi, Jharkhand ferrying patients to hospitals for free.



Marichamy (29 Yrs.)

He launched his 'Pet Auto' service via his humble RE auto, offering to help pet parents transport their animals within the city, and offering a special rate for rescuers.



Mohd. Jawed Khan (34 Yrs.)

Mohammad Javed Khan, from Bhopal, sold his wife's jewelry and converted his auto into an ambulance to aid people amidst the ongoing COVID-19 crisis.



Monthu Lobo (83 Yrs.)

He ferries blind people, pregnant women, handicapped individuals and all senior people above 80 free of cost even post the COVID-19 slowdown.



Dry Ration Distribution by Regional Team

BAL under its CSR initiative, distributed Dry Ration kits through Auto Unions, Channel Partners & Door to Door Delivery to support the families in the unprecedented times of lockdown with no earnings.

Mumbai: 20,000 Kits

Pune: 10,000 Kits

Bangalore: 10,000 Kits

Kolkata: 8,000 Kits

Hyderabad: 2,000 Kits



5

Cities

50,000

Kits Distributed

10

Days of Ration

BAL + Comp.

Covered under scheme



Initiatives from BAL Channel Partners



Various IBU dealers across India have shown the spirit of humanitarianism, to help the nation fight against COVID-19. They Distributed Food supplies to underprivileged, Safety Kits to Healthcare and Frontline Workers & Donations to respective CM Relief Funds



Directors' and Key Managerial Personnel-Changes

I. Changes in Directorate

- (a) Rahul Bajaj, after successfully leading Bajaj Auto Ltd. (including erstwhile BAL) for five decades, stepped down as Executive Chairman and was appointed as Non-executive Chairman with effect from 1 April 2020. Given his age, Rahul Bajaj has decided to step down as Non-executive Chairman with effect from close of business hours on 30 April 2021.

Rahul Bajaj has made a huge contribution to the success of the Company and the Group over the last five decades. Considering his tremendous experience, it is in the interest of the Company to continue to benefit from his experience, knowledge and wisdom from time to time in an advisory role and as a mentor.

In light of the above, the Board at its meeting held on 29 April 2021, on the recommendation of nomination and remuneration committee and with approval by the audit committee unanimously conferred upon Rahul Bajaj, the title of Chairman Emeritus of the Company for a term of five years with effect from 1 May 2021.

As Chairman Emeritus, Rahul Bajaj will, *inter alia*, mentor, guide and provide perspective to the Board and management including in relation to the broad strategic aspects of the business, corporate governance-related matters and support in establishing and enabling relations with external fora like industry chambers and institutions etc.

- (b) Consequent upon the resignation of Rahul Bajaj, Chairman of the Company, the Board at its meeting held on 29 April 2021 has unanimously appointed Niraj Bajaj, non-executive director of the Company as Chairman of the Company with effect from 1 May 2021.

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-third of the total number of directors (excluding independent directors) shall be liable to retire by rotation. Accordingly, Niraj Bajaj (DIN 00028261) and Sanjiv Bajaj (DIN 00014615), 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 Niraj Bajaj and Sanjiv Bajaj are given in the notice of annual general meeting.

III. Re-appointment of Whole-time Director

Pradeep Shrivastava was appointed as the Whole-time Director of the Company for a period of five years from 1 April 2016 up to 31 March 2021. The Board, on recommendation of the nomination and remuneration committee and after evaluating his performance and the valuable contribution made by him in the progress of the Company, has approved his re-appointment for another term of five years commencing from 1 April 2021, subject to approval of the shareholders.

Accordingly, resolution seeking his re-appointment for a further term of five years and brief details of Pradeep Shrivastava are given in the notice of annual general meeting.

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 second wave in Covid-19 now exceed 3 lakh cases per day across India. A complete lockdown, like the last time, is not yet enforced. While fear, economic uncertainty and disruptions continue to impact the already fragile business environment and our operations, the full impact of this cannot be assessed at this point of time. However, this does not affect the going concern status of the Company.

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 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 2020-21. 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.

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 2021, is available on the website of the Company <https://www.bajajauto.com/investors/annual-reports>

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/annual-reports>.

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.

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

The statutory audit report for the year 2020-21 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

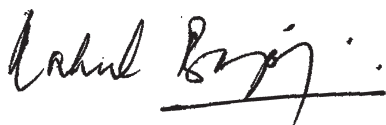
Secretarial Auditor

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 2020-21 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 2021 has been submitted with the stock exchanges. There are no observations, reservations or qualifications in that report.

On behalf of the Board of Directors,



Rahul Bajaj
Chairman
Pune: 29 April 2021

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 Company 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 or caste or 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 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 has 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 and Direction
- Guiding Principles for selection, implementation and monitoring of activities
- Guiding Principles for formulation of Annual Action Plan

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.	Rahul Bajaj	Chairman	3	3
2.	Rajiv Bajaj	Member		-
3.	Pradeep Shrivastava	Member		2
4.	Dr. Naushad Forbes	Member		2

3. 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/about-us/our-team#grant-tabs2>
<https://www.bajajauto.com/pdf/csr-policy-bal.pdf>

4. 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)
- Not applicable

5. 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
- Not applicable

6. Average net profit of the Company as per section 135(5)
- ₹ 6,345.63 crore

7. (a) Two percent of average net profit of the company as per section 135(5)
- ₹ 126.91 crore

- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years
- NIL

- (c) Amount required to be set off for the financial year, if any
- NIL

- (d) Total CSR obligation for the financial year (7a+7b-7c)
- ₹ 126.91 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
₹ 128.25 crore	Not applicable, since there is no unspent amount				



01. Bajaj Water Conservation Project (BWCP):
Cement Nala Bund (CNB) Construction at Gangapur,
Aurangabad, Maharashtra

02. Livelihood promotion at Gangapur, Aurangabad,
Maharashtra (BWCP)

03. Desiltation of percolation tanks at Gangapur,
Aurangabad, Maharashtra (BWCP)

04. Picture showing increased ground water level
at Gangapur, Aurangabad, Maharashtra (BWCP)

05. Gene Campaign: Livelihood promotion "Poshan
Vatika" - kitchen gardens at Nainital, Uttarakhand

06. Lend a Hand India: Home Appliances Laboratory
at one of their centres

07. Handover of Oxygen Concentrators to DM and
CDO of Udhamsinghnagar (Pantnagar) by
Bajaj Auto Plant Head

08. Oxygen plant inauguration at Waluj Plant,
Aurangabad, Maharashtra

(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 VII	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.)	Mode of implementation - Direct (Yes/No)	Mode of implementation- Through Implementing Agency
				State	District					Name
1	Bajaj Water Conservation Project phase II	Environment Sustainability (iv)	Yes	Maharashtra	Aurangabad	60 months	29.21	4.00	No	AFARM
2	Bajaj Water Conservation Project	Environment Sustainability (iv)	Yes	Maharashtra	Aurangabad	54 months	8.88	2.92	No	BAIF Institute for Sustainable Livelihood Development
3	Support to equip autos with passenger/driver safety kit	Healthcare (i)	Yes – partly	PAN India	PAN India	6 months	3.00	2.08	Yes	BAL CV Dept
4	Bajaj Water Conservation Project phase II	Environment Sustainability (iv)	Yes	Maharashtra	Aurangabad	60 months	16.54	3.00	No	Development Support Center
5	To restore water resources in water-scarce and ecologically degraded dryland regions	Environment Sustainability (iv)	Yes	Rajasthan, Maharashtra	Jahazpur, Bhilwara, Udaipur, Chittorgarh, Pratappgad, Yawatmal	60 months	27.00	5.00	No	Foundation for Ecological Security
			No	Karnataka and Andhra Pradesh	Chickballapur, Kolar, Chittoor					
6	To render assistance for completion of phase II and phase III of the proposed project.	Healthcare (i)	Yes	Maharashtra	Pune	48 months	15.00	5.00	No	Homeopathic Research and Charities
7	Rahul Bajaj Technology Incubators Innovation Centre (RBTIC)	Technology Incubators (ix)	Yes	Maharashtra	Mumbai	15 months	12.50	10.00	No	IIT BOMBAY
8	JLN Rudrapur Hospital renovation	Healthcare (i) Covid-19 project	Yes	Uttarakhand	Rudrapur	24 months	3.00	3.00	No	Jankidevi Bajaj Gram Vikas Sanstha (JBGVS)
9	Dry ration, food package to support impacted auto/driver families	Healthcare (i) Covid-19 project	Yes	Maharashtra	Mumbai, Pune	12 months	2.80	2.80	No	JBGVS
			No	West Bengal, Telangana	Kolkata, Hyderabad					
10	Rural Health Care phase (2b)	Healthcare (i) Covid-19 project	Yes	Maharashtra, Rajasthan and Uttarakhand	Pune, Aurangabad, Sikar and Udhamsingh Nagar	24 months	2.20	2.10	No	JBGVS
11	Creating Covid Response project funds	Healthcare (i) Covid-19 project	Yes	Maharashtra, Rajasthan and Uttarakhand	Pune, Aurangabad, Sikar and Udhamsingh Nagar	12 months	7.55	7.55	No	JBGVS
12	Construction of New Lecture Theatre Complex	Healthcare (i)	Yes	Maharashtra	Aurangabad	24 months	10.56	7.40	No	JBGVS (Govt. Medical college)
13	Action for a child friendly world	Reducing inequality (iii)	No	PAN India	PAN India	36 months	15.00	4.00	No	Kailash Satyarthi Children's Foundation
14	Bajaj Water Conservation Project in Vaijapur Block	Environment (iv) – conservation of natural resources	Yes	Maharashtra	Aurangabad	50 months	13.62	4.23	No	Marathwada Gramin Vikas Sanstha

(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 VII	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.)	Mode of implementation - Direct (Yes/No)	Mode of implementation- Through Implementing Agency
				State	District					Name
15	The Satyamev Jayate Water Cup – phase 2 To highlight additional activities which are required to fight drought.	Environment Sustainability (iv)	Yes	Maharashtra	40 Talukas, 21 Districts	24 months	10.00	6.70	No	Paani Foundation
16	Prana – Homeopathic Corona Response	Healthcare (i) Covid-19 project	Yes	Maharashtra	Pune, Aurangabad	24 months	4.60	2.90	No	PRANA – HYC
17	Project NEEV: well-being and development of 0-6 years old	Education – a. promoting education (ii)	Yes	Uttarakhand	Udhamsingh Nagar	36 months	10.26	2.00	No	United Way of Delhi
18	For different projects such as enhancing livelihood of rural youth, food relief for covid affected, promotion of livelihood, fostering entrepreneurship, clinic on clouds, water conservation project, vocational education programme etc. (expenditure on above project is below ₹ 2 crore per project)	Livelihood enhancement (ii), Healthcare (i), Environment Sustainability (iv), Education (ii) etc.	For different locations in Maharashtra, Rajasthan, Uttarakhand and PAN India in both local areas and elsewhere.			Various periods	140.75	36.98	No	Aajeevika Bureau Trust, Annamrita Foundation, BAIF, JBGVS, Sparsh, Lend a hand India etc.
Total							111.66			

Note:

1. There is no amount transferred to unspent CSR account for any of the projects as per section 136(6).
2. Where the duration of the project is beyond the period of 36 months, the project was approved prior to 22 January 2021, when the new CSR Rules came into effect.

(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
1	For different projects such as health services provided for tribal and underserved communities, community based approach to improve health and nutritional status and to reduce deaths of tribals, Integrated rural and urban development program, upgradation of facilities at Kamalnayan Bajaj laser centre for dermatology, hostel and residential quarters at Shiksha Mandal – Bajaj Institute of Technology etc. (expenditure on above project is below ₹ 2 crore per project)	Health (i), Rural Development (x), Education (ii) etc.	For different locations in Maharashtra, Rajasthan, Uttarakhand and PAN India in both local areas and elsewhere.			13.74	No	Basic Healthcare Services Trust, MAHAN Trust, JBGVS, KEM Hospital, Shiksha Mandal etc.
Total						13.74		

Note:

Information on CSR Registration number for the implementing agencies is not given in point 8(b) and(c), since the process of registration is yet to commence at MCA's end or at initial stages.

- (d) Amount spent in Administrative Overheads ₹ 2.85 crore
- (e) Amount spent on Impact Assessment, if applicable NIL
- (f) Total amount spent for the financial Year (8b+8c+8d+8e) ₹ 128.25 crore
- (g) 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)	126.91
(ii)	Total amount spent for the financial year	128.25
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1.34
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1.34

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.	2017-18	Nil	Nil	-	-	-	-
2.	2018-19	Nil	Nil	-	-	-	-
3.	2019-20	Nil	Nil	-	-	-	-

- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):
Not applicable

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: 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) Not applicable

Rahul Bajaj
Chairman of CSR Committee

Rajiv Bajaj
Managing Director and CEO

Pune: 29 April 2021

Annexure to Directors' Report

Remuneration Details under Rule 5 (1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (as amended) for the year ended 31 March 2021

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	602.90	1.78
	Pradeep Shrivastava - Executive Director	123.53	5.77
	Rakesh Sharma - Executive Director	120.98	10.69
	Whole-time Directors in aggregate		3.54
(B)	Non-executive Directors¹		
	Rahul Bajaj ²	85.35	0.00
	Madhur Bajaj	1.86	0.00
	Sanjiv Bajaj	1.86	-37.50
	Shekhar Bajaj	1.86	-28.57
	D J Balaji Rao	5.94	6.67
	Niraj Bajaj	1.86	-28.57
	Dr. Gita Piramal	4.83	-18.75
	Dr. Naushad Forbes	4.09	-15.38
	Dr. Omkar Goswami	2.23	-25.00
	Anami N. Roy	4.46	71.43
	Pradip Shah	1.86	-28.57
	Ms. Lila Poonawalla	1.86	-28.57
	Abhinav Bindra ³	1.49	0.00
(C)	Key Managerial Personnel		
	Rajiv Bajaj, Managing Director		1.78
	Soumen Ray, CFO		26.07
	Dr. J Sridhar, Company Secretary		-6.46
(D)	Remuneration of Median Employee (other than Whole-time Directors)		1.36
(E)	Permanent employees as on 31 March 2021⁴ : 7,693		

- (a) Remuneration payable to Non-executive directors is based on the number of meetings of the Board and 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.
- (a) Rahul Bajaj who was Executive Chairman until 31 March 2020 was appointed as non-executive director (Non-executive Chairman) w.e.f. 1 April 2020.
Figures regarding % increase in his case are therefore not comparable/not applicable.
(b) As approved by the Board, Rahul Bajaj is being paid an additional commission of ₹ 450 Lakhs, for certain additional services rendered by him during the year, at the request of the management.
- Abhinav Bindra was appointed as non-executive Director w.e.f. 20 May 2020. 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 2020-21, the remuneration of median employee other than Whole-time Directors increased by 1.36% over the previous year.
- Increase in the remuneration of the Whole-time Directors/Managerial Personnel, which in the aggregate was 3.54% 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.

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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 2021.

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 lock down while taking review after completion of 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 2021, 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 2021, 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;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback 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 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: 29 April 2021
UDIN: F001587C000204757

Shyamprasad D Limaye
FCS No. 1587 CP No. 572

ANNEXURE

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

Mumbai-Pune Road,
Akurdi, Pune - 411035.

My Secretarial Audit Report for Financial Year ended on 31st March 2021 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: 29 April 2021

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) 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 2021 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 the 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 auditor's 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 2021 and verified that atleast one independent woman director was on the Board of Directors throughout the year;

- iv. Obtained and read the minutes of the following committee meetings held 1 April 2020 to 31 March 2021:
 - (a) Board of Directors meetings;
 - (b) Audit Committee meetings;
 - (c) Annual General meeting (AGM);
 - (d) Nomination and Remuneration Committee meetings;
 - (e) Stakeholders' Relationship Committee meeting;
 - (f) Risk Management Committee meetings; and
 - (g) Duplicate Share Certificate Issuance Committee meeting.
 - 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 wherein 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 2021, 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: 89802
UDIN: 21089802AAAABB9863

Pune: 29 April 2021

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 2021.

Rajiv Bajaj
Managing Director and CEO

Pune: 29 April 2021

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 lock down;

I certify that the following persons are Directors of the Company (during 01/04/2020 to 31/03/2021) 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	Rahulkumar Kamalnayan Bajaj	00014529	Non-Executive Chairman
2	Madhukumar Ramkrishnaji Bajaj	00014593	Non-Executive Vice Chairman
3	Rajivnayan Rahulkumar Bajaj	00018262	Managing Director
4	Sanjivnayan Rahulkumar Bajaj	00014615	Non-Executive Director
5	Shekhar Bajaj	00089358	Non-Executive Director
6	Nirajkumar Ramkrishnaji Bajaj	00028261	Non-Executive Director
7	Balaji Rao Jagannathrao Doveton	00025254	Independent Director
8	Gita Piramal	01080602	Independent Director
9	Pradeep Shrivastava	07464437	Executive Director
10	Naushad Darius Forbes	00630825	Independent Director
11	Omkar Goswami	00004258	Independent Director
12	Anami Narayan Prema Roy	01361110	Independent Director
13	Rakesh Sharma	08262670	Executive Director
14	Pradip Panalal Shah	00066242	Independent Director
15	Lila Firoz Poonawalla	00074392	Independent Director
16	Abhinav Bindra	00929250	Independent Director

Pune: 29 April 2021
UDIN : F001587C000204812

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 2021, 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 (hereinafter referred to as 'standalone financial statements').

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 2021, 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 statement' 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 2021. 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 investments in open ended target maturity funds ('Funds')

(as described in Note 5B of the standalone financial statements)

The Company has investments aggregating ₹ 2,320.75 crore in open ended target maturity funds as at 31 March 2021. These investments are 'subsequently measured at amortised cost' based on fulfilment of Solely Payments of Principal and Interest ('SPPI') test and business model requirement as per Ind AS 109 – 'Financial instruments'.

These types of investments being significant during the year, were an area of significant audit attention and hence has been considered as a key audit matter.

Our audit procedures included the following:

- Read the minutes of the Investment Committee meetings.
- Performed test of controls on a sample basis on the operating effectiveness of internal controls related to accounting of investments.
- Read the terms and conditions of scheme information document/key information memorandum of the funds invested by the Company.
- Tested on a sample basis, the investments underlying the funds to assess whether those investments would satisfy the conditions of amortised cost accounting as per Ind AS 109.
- Read and assessed the related disclosures included in the standalone financial statements.
- Obtained Management representations relating to accounting for the investments in the funds.

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 2021 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, 2016 (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 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 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 2021 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 34 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 32(C) 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.

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

per Arvind Sethi
Partner
Membership Number: 89802
UDIN: 21089802AAAAAX8997
Pune: 29 April 2021

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.

- The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - All property, plant and equipment have not been physically verified by the Management during the year but there is a regular program of verification designed to cover all items in a phased manner over a period of 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.
 - According to the information and explanations given by the Management, the title deeds of immovable properties included in property, plant and equipment; and investment property are held in the name of the Company except for buildings acquired in the prior years having a gross block of ₹ 15.02 crore and a net block of ₹ 11.68 crore whose final registration is pending as disclosed in note 2 to the standalone financial statements of the Company.
- The inventory has been physically verified by Management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at 31 March 2021 and no material discrepancies were noticed in respect of such confirmations.
- According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (the 'Act'). Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- In our opinion and according to the information and explanations given to us, there are no loans, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Act are applicable and hence not commented upon. In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of investments made have been complied with by the Company.
- The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3 (v) of the Order are not applicable to the Company and hence not commented upon.
- To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Act for the products of the Company.
- The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, customs duty, goods and service tax, cess and other statutory dues applicable to the Company.
 - According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, customs duty, goods and service tax, cess and other statutory dues applicable to the Company, were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - According to the records of the Company, the dues of income tax, sales tax, service tax, customs duty, excise duty, value added tax, goods and service tax and cess 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	0.60	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	80.96	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

Annexure 1 to Independent Auditors' Report (Contd.)

Name of the statute	Nature of dues	Amount (₹ In Crore)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act, 1961	Income Tax	502.01	Various years from 2007-08 to 2011-12	Income Tax Appellate Tribunal
	Income Tax	87.32	Various years from 2012-13 to 2018-19	Commissioner of Income-Tax (Appeals)
The Finance Act, 1994	Service Tax	20.99	Various years from 2007-08 to 2011-12	Custom Excise and Service Tax Appellate Tribunal
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.

8. In our opinion and according to the information and explanations given by Management, the Company has not defaulted in repayment of sales tax deferral loans to the Government. The Company did not have any outstanding loans or borrowing dues payable to a financial institution or bank or dues to debenture holders during the year.
9. According to the information and explanations given by Management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by Management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
11. According to the information and explanations given by Management, the managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
13. According to the information and explanations given by Management, transactions with related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
14. According to the information and explanations given to us and on an overall examination of the Balance Sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company and hence not commented upon.
15. According to the information and explanations given by Management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
16. According to the information and explanations given by Management, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company and hence not commented upon.

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

per Arvind Sethi
Partner
Membership Number: 89802
UDIN: 21089802AAAAAX8997
Pune: 29 April 2021

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 2021 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 was 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' judgment, 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 2021, 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: 89802
UDIN: 21089802AAAAAX8997
Pune: 29 April 2021

Balance Sheet

(₹ In Crore)			
As at 31 March			
Particulars	Note No.	2021	2020
ASSETS			
Non-current assets			
Property, plant and equipment	2	1,565.33	1,602.03
Capital work-in-progress	2	15.98	46.54
Investment property	3	52.30	53.90
Intangible assets	4	47.30	43.09
Intangible assets under development	4	–	13.65
Investments in subsidiaries	5A	1,233.26	1,233.26
Financial assets			
Investments	5B	13,369.58	14,182.94
Trade receivables	10	–	–
Loans	6	31.43	32.46
Other financial assets	7	–	3.13
Income tax assets (net)		714.81	714.81
Other non-current assets	8	325.08	250.53
		17,355.07	18,176.34
Current assets			
Inventories	9	1,493.89	1,063.50
Financial assets			
Investments	5B	8,028.11	2,779.75
Trade receivables	10	2,716.85	1,725.10
Cash and cash equivalents	11	505.13	277.33
Other bank balances	12	22.23	30.94
Loans	6	5.74	6.11
Other financial assets	7	223.53	77.56
Other current assets	8	1,179.65	636.67
		14,175.13	6,596.96
		31,530.20	24,773.30

Balance Sheet (Contd.)

(₹ In Crore)			
As at 31 March			
Particulars	Note No.	2021	2020
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	289.37	289.37
Other equity	14	24,912.89	19,636.12
		25,202.26	19,925.49
Non-current liabilities			
Financial liabilities			
Sales tax deferral	15	121.46	125.59
Provisions	16	1.98	80.50
Deferred tax liabilities (net)	17	522.14	346.38
Government grant		38.65	41.30
Other non-current liabilities	18	0.50	0.83
		684.73	594.60
Current liabilities			
Financial liabilities			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises		121.20	13.73
Total outstanding dues of creditors other than micro enterprises and small enterprises		4,452.61	3,185.97
Other financial liabilities	19	407.44	548.27
Other current liabilities	20	482.79	328.88
Provisions	16	152.37	157.97
Government grant		2.65	2.65
Current tax liabilities (net)		24.15	15.74
		5,643.21	4,253.21
		31,530.20	24,773.30
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

Rahul Bajaj
Chairman

per Arvind Sethi
Partner
Membership Number: 89802
Pune: 29 April 2021

Soumen Ray
Chief Financial Officer

Rajiv Bajaj
Managing Director

Dr. J Sridhar
Company Secretary

Madhur Bajaj
Vice Chairman

Statement of Profit and Loss

(₹ In Crore)			
For the year ended 31 March			
Particulars	Note No.	2021	2020
Revenue from contracts with customers		27,132.90	29,111.54
Other operating revenue		608.18	807.11
Revenue from operations	21	27,741.08	29,918.65
Other income	22	1,276.46	1,733.56
Total income		29,017.54	31,652.21
Expenses			
Cost of raw materials and components consumed		18,308.09	19,484.62
Purchase of traded goods		1,521.04	1,586.67
Changes in inventories of finished goods, work-in-progress and traded goods	23	(219.48)	(63.01)
Employee benefits expense	24	1,285.96	1,389.21
Finance costs	25	6.66	3.16
Depreciation and amortisation expense	26	259.28	246.43
Other expenses	27	1,929.26	2,454.90
Expenses, included in above items, capitalised		(12.27)	(29.97)
Total expenses		23,078.54	25,072.01
Profit before exceptional items and tax		5,939.00	6,580.20
Exceptional items	28	–	–
Profit before tax		5,939.00	6,580.20
Tax expense			
Current tax		1,348.10	1,547.26
Deferred tax		36.31	(67.04)
Total tax expense	29	1,384.41	1,480.22
Profit for the year		4,554.59	5,099.98

Statement of Profit and Loss (Contd.)

Particulars	Note No.	(₹ In Crore)	
		For the year ended 31 March	
		2021	2020
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Actuarial gains/(losses) of defined benefit plans		16.33	(37.95)
Tax impact on above		(4.11)	4.76
Changes in fair value of FVTOCI equity instruments		567.27	(550.03)
Tax impact on above		(65.71)	62.39
Items that will be reclassified to profit or loss			
Valuation gains/(losses) on derivative hedging instruments		276.65	(221.11)
Tax impact on above		(69.63)	62.09
Other comprehensive income for the year (net of tax)		720.80	(679.85)
Total comprehensive income for the year		5,275.39	4,420.13
Basic and diluted Earnings per share (in ₹)	30	157.5	176.3
(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

Rahul Bajaj
Chairman

per Arvind Sethi
Partner
Membership Number: 89802
Pune: 29 April 2021

Soumen Ray
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

Particulars	Note No.	For the year ended 31 March	
		2021	2020
At the beginning of the year		289.37	289.37
Changes in equity share capital		—	—
At the end of the year	13	289.37	289.37

B. Other equity

Particulars	Note No.	Reserves and surplus		Other reserves					Total other equity
		General reserve	Retained earnings	Cash flow hedging reserve	Costs of hedging reserve	FVTOCI reserve	Share based payments reserve	Treasury shares	
Balance as at 31 March 2019	14	4,921.60	16,451.58	60.31	(17.47)	74.51	—	—	21,490.53
Profit for the year		—	5,099.98	—	—	—	—	—	5,099.98
Recognition of share based payments to employees		—	—	—	—	—	10.01	—	10.01
Other comprehensive income (net of tax)		—	(33.19)	(54.68)	(104.34)	(487.64)	—	—	(679.85)
Total comprehensive income for the year ended 31 March 2020		—	5,066.79	(54.68)	(104.34)	(487.64)	10.01	—	4,430.14
Transactions with owners in their capacity as owners									
Transfer from Retained earnings to General reserve		510.00	(510.00)	—	—	—	—	—	—
Treasury shares held by ESOP Trust		—	—	—	—	—	—	(26.62)	(26.62)
Final dividend for the year ended 31 March 2019		—	(1,736.20)	—	—	—	—	—	(1,736.20)
Tax on final dividend as above		—	(335.57)	—	—	—	—	—	(335.57)
Interim dividend for the year ended 31 March 2020		—	(3,472.40)	—	—	—	—	—	(3,472.40)
Tax on interim dividend as above		—	(713.76)	—	—	—	—	—	(713.76)
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

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

Rahul Bajaj
Chairman

per Arvind Sethi
Partner
Membership Number: 89802
Pune: 29 April 2021

Soumen Ray
Chief Financial Officer

Rajiv Bajaj
Managing Director

Dr. J Sridhar
Company Secretary

Madhur Bajaj
Vice Chairman

Statement of Cash Flows

(₹ In Crore)

For the year ended 31 March

Particulars	2021	2020
I. Operating activities		
Profit before tax	5,939.00	6,580.20
Adjustments to reconcile profit before tax to net cash flows:		
Add:		
i) Depreciation and amortisation	259.28	246.43
ii) Loss on property, plant and equipment sold, demolished, discarded and scrapped	13.10	13.70
iii) Provision for doubtful debts and advances	16.15	22.01
iv) Share based payment to employees	6.90	10.01
v) Exchange loss/(gain) on cash and cash equivalents	1.19	(2.16)
vi) Exchange loss/(gain) on trade receivables	(6.01)	(15.41)
vii) Exchange loss/(gain) on import payables	0.10	(1.98)
viii) Interest adjustment on Government grant	1.18	1.06
ix) Interest expense	5.48	2.10
	297.37	275.76
Less:		
i) Investment income included in above:		
Interest income on fixed income securities	65.77	17.04
Interest income on fixed deposits	17.87	28.90
Interest income on exchange traded funds	76.85	–
Interest income on fixed maturity plans	842.51	903.55
Profit on sale of other investments, net	15.74	19.53
Gain on valuation and realisation of mutual funds measured at fair value through profit or loss	254.25	462.70
Dividend income on investments in subsidiaries	–	208.99
Dividend income on other strategic investments	–	25.38
Amortisation of premium/discount on acquisition of fixed income securities	(5.57)	18.24
	1,267.42	1,684.33
ii) Provision for doubtful debts and advances written back (net)	–	0.54
iii) Government grants	2.65	2.65
iv) Surplus on sale of property, plant and equipment	1.94	5.28
	(1,272.01)	(1,692.80)
	4,964.36	5,163.16
Change in assets and liabilities		
i) (Increase)/decrease in inventories	(430.39)	(101.99)
ii) (Increase)/decrease in trade receivables	(1,001.89)	828.53
iii) (Increase)/decrease in loans and other assets	(561.50)	409.28
iv) Increase/(decrease) in liabilities and provisions	1,483.32	(759.30)
	(510.46)	376.52
Annuity payments (net) to VRS/Welfare scheme optees	(0.35)	(0.26)
Net cash flow from operating activities before income-tax	4,453.55	5,539.42
Income-tax paid	(1,339.69)	(1,677.66)
Net cash flow from/(used in) operating activities	3,113.86	3,861.76
Carried forward	3,113.86	3,861.76

Statement of Cash Flows (Contd.)

(₹ In Crore)

For the year ended 31 March

Particulars	2021	2020
Brought forward	3,113.86	3,861.76
II. Investing activities		
i) Investment in subsidiary	–	(10.54)
ii) Sale of investments	3,555.72	5,178.94
iii) Purchase of investments	(5,888.39)	(3,517.96)
iv) Sale/(purchase) of liquid mutual funds, etc., net	(351.28)	166.96
v) Investment in treasury shares by ESOP trust	(5.52)	(26.62)
vi) (Increase)/decrease in other bank balances	8.71	(13.51)
vii) Purchase of property, plant and equipment (including advances)	(241.04)	(282.81)
viii) Sale proceeds of property, plant and equipment	5.70	16.74
ix) Capital expenditure on development of technical know-how	(15.53)	(13.93)
	(2,931.63)	1,497.27
x) Investment income		
Interest income on fixed income securities	65.77	17.04
Interest income on fixed deposits	17.87	28.90
Dividend income on investments in subsidiaries	–	208.99
Dividend income on other strategic investments	–	25.38
	83.64	280.31
(Increase)/decrease in interest receivable	(17.36)	(23.04)
	66.28	257.27
Net cash flow from/(used in) investing activities	(2,865.35)	1,754.54
Carried forward	248.51	5,616.30

Statement of Cash Flows (Contd.)

(₹ In Crore)		
For the year ended 31 March		
Particulars	2021	2020
Brought forward	248.51	5,616.30
III. Financing activities		
i) Interest expense	(5.48)	(2.10)
ii) Change in sales tax deferral liability due to assessment	(5.31)	–
iii) Dividend, including interim dividend paid	(8.73)	(5,195.10)
iv) Corporate dividend tax paid	–	(1,049.31)
Net cash flow from/(used in) financing activities	(19.52)	(6,246.51)
Net change in cash and cash equivalents	228.99	(630.21)
Cash and cash equivalents at the beginning of the year	277.33	905.38
Add/(Less): Effects of exchange loss/(gain) on cash and cash equivalents	(1.19)	2.16
Cash and cash equivalents at the end of the year [See note 11]	505.13	277.33

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: 89802
Pune: 29 April 2021

Soumen Ray
Chief Financial Officer

Dr. J Sridhar
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj
Chairman

Rajiv Bajaj
Managing Director

Madhur Bajaj
Vice Chairman

Notes to standalone financial statements for the year ended 31 March 2021

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 29 April 2021.

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 and 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 2021 (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 rate 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 2021 (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 2021 (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 2021 (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 2021 (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 fund's 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 2021 (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 2021 (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 2021 (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 revalued 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.

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

- 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.
- 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 2021 (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 2021 (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 lessor

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 2021 (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 31)
- Investment properties (note 3)
- Financial instruments (including those carried at amortised cost) (note 31)

Notes to standalone financial statements for the year ended 31 March 2021 (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 41.

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 2021, 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 2021 (Contd.)

2 Property, plant and equipment

Current year

(₹ In Crore)

Particulars	Gross block (a)				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 (d)	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 (b) (c)	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) Includes premises on ownership basis in Co-operative Society ₹ 25.26 crore and cost of shares therein ₹ 5,250.

(c) Includes premises purchased, pending registration amounting to ₹ 15.02 crore.

(d) Refer note 1 clause 3 of summary of significant accounting policies.

Previous year

(₹ In Crore)

Particulars	Gross block (a)				Depreciation				Net block
	As at 1 April 2019	Additions	Deductions/ adjustments	As at 31 March 2020	As at 1 April 2019	Deductions	For the year (d)	As at 31 March 2020	As at 31 March 2020
Land freehold	19.97	–	–	19.97	–	–	–	–	19.97
Land leasehold (Right-of-use assets)	52.39	–	4.46	47.93	–	–	–	–	47.93
Buildings (b) (c)	932.10	8.39	–	940.49	312.94	–	25.43	338.37	602.12
Waterpumps, reservoirs and mains	17.36	0.03	–	17.39	12.76	–	0.78	13.54	3.85
Plant and machinery	1,364.15	27.22	29.77	1,361.60	978.74	23.42	61.48	1,016.80	344.80
Computers and IT Equipment	77.50	4.11	0.03	81.58	68.27	0.03	5.66	73.90	7.68
Dies and jigs	778.38	73.30	278.24	573.44	554.77	273.54	60.95	342.18	231.26
Electric installations	74.29	–	–	74.29	68.53	–	1.51	70.04	4.25
Factory equipment	401.00	22.89	9.28	414.61	199.64	7.50	25.93	218.07	196.54
Furniture	40.83	1.55	0.22	42.16	22.80	0.17	3.33	25.96	16.20
Office equipment	45.26	2.46	2.07	45.65	35.43	2.05	3.08	36.46	9.19
Electric fittings	31.81	1.50	0.15	33.16	23.43	0.14	1.73	25.02	8.14
Vehicles and aircraft	361.31	28.46	20.76	369.01	230.35	12.32	40.88	258.91	110.10
Total	4,196.35	169.91	344.98	4,021.28	2,507.66	319.17	230.76	2,419.25	1,602.03
Capital work-in-progress	11.54	42.78	7.78	46.54	–	–	–	–	46.54

(a) At cost, except leasehold land which is at cost, less amounts written off.

(b) Includes premises on ownership basis in Co-operative Society ₹ 25.26 crore and cost of shares therein ₹ 5,250.

(c) Includes premises purchased, pending registration amounting to ₹ 15.02 crore.

(d) Refer note 1 clause 3 of summary of significant accounting policies.

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

3 Investment property

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Gross carrying amount		
Opening balance	69.66	69.66
Additions	—	—
Closing balance	69.66	69.66
Accumulated depreciation		
Opening balance	15.76	14.16
Depreciation charge	1.60	1.60
Closing balance	17.36	15.76
Net carrying amount	52.30	53.90

i) Amounts recognised in profit and loss for investment properties

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Rental income	14.23	15.73
Direct operating expenses from property that generated rental income	(0.97)	(0.20)
Direct operating expenses from property that did not generate rental income	—	—
Profit from investment properties before depreciation	13.26	15.53
Depreciation	(1.60)	(1.60)
Profit from investment property	11.66	13.93

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 39.

iv) Fair value

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Investment property	205.55	201.20

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 and consequently classified as a level 2 valuation.

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

4 Intangible assets

Current year

(₹ In Crore)

Particulars	Gross block				Amortisation			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
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	-	-	-	-	-	-

Previous year

(₹ In Crore)

Particulars	Gross block				Amortisation			Net block	
	As at 1 April 2019	Additions	Deductions/ adjustments	As at 31 March 2020	As at 1 April 2019	Deductions	For the year	As at 31 March 2020	As at 31 March 2020
Intangible assets									
Technical know-how developed/acquired	29.62	36.76	-	66.38	9.87	-	13.42	23.29	43.09
Total intangible assets	29.62	36.76	-	66.38	9.87	-	13.42	23.29	43.09
Intangible assets under development	36.48	13.93	36.76	13.65	-	-	-	-	13.65

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

5 Investments

(₹ In Crore)

Particulars	Non-current investments		Current investments	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
(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 Holdings BV 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	—	—
Total (A)	1,233.26	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.	1,152.57	629.49	—	—
Unquoted:				
14,760 (13,865) Compulsorily Convertible Preference Shares (CCPS) of ₹ 100 each in Yulu Bikes Private Ltd.	121.66	71.50	—	—
Fair value	1,274.23	700.99	—	—
Investment carried at amortised cost				
In Bonds & debentures:				
Quoted:				
500 (–) 8.30% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each	54.18	—	—	—
300 (–) 8.11% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each	32.54	—	—	—
1,350 (–) 5.85% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each	135.07	—	—	—
1,500 (–) 6.50% Power Finance Corporation Ltd. of ₹ 1,000,000 each	153.65	—	—	—
500 (–) 8.18% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each	54.40	—	—	—
Carried over	429.84	—	—	—
Carried over	1,274.23	700.99	—	—

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

5 Investments (Contd.)

(₹ In Crore)

Particulars	Non-current investments		Current investments	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Brought over	1,274.23	700.99	—	—
In Bonds & debentures: (Contd.)				
Quoted: (Contd.)				
Brought over	429.84	—	—	—
1,750 (–) 8.24% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each	192.37	—	—	—
4,550 (–) 7.43% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each	482.41	—	—	—
700 (–) 7.10% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each	73.38	—	—	—
600 (–) 6.87% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each	61.33	—	—	—
2,800 (–) 6.39% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each	277.15	—	—	—
750 (–) 6.42% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each	73.18	—	—	—
250 (–) 6.44% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each	24.48	—	—	—
1,900 (–) 6.49% National Bank for Agriculture and Rural Development of ₹ 1,000,000 each	189.16	—	—	—
– (350,000) 7.93% Rural Electrification Corporation Ltd. - Tax Free of ₹ 1,000 each	—	36.38	—	—
– (200) 7.21% Rural Electrification Corporation Ltd. - Tax Free of ₹ 1,000,000 each	—	20.68	—	—
– (50,271) 8.00% Indian Railway Finance Corporation Ltd. - Tax Free of ₹ 1,000 each	—	5.22	—	—
– (820,000) 7.18% Indian Railway Finance Corporation Ltd. - Tax Free of ₹ 1,000 each	—	85.02	—	—
– (575) 7.55% Indian Railway Finance Corporation Ltd. - Tax Free of ₹ 100,000 each	—	5.90	—	—
– (1,000) 7.51% Power Finance Corporation Ltd. - Tax Free of ₹ 100,000 each	—	10.25	—	—
– (650,000) 8.20% Power Finance Corporation Ltd. - Tax Free of ₹ 1,000 each	—	67.68	—	—
Amortised cost	1,803.30	231.13	—	—
In Government bonds & securities:				
Quoted:				
5,000,000 (–) 8.03% Gujarat State Development Loan of ₹ 100 each	54.92	—	—	—
26,500,000 (–) 7.89% Gujarat State Development Loan of ₹ 100 each	290.00	—	—	—
10,000,000 (–) 6.49% Gujarat State Development Loan of ₹ 100 each	100.37	—	—	—
Carried over	445.29	—	—	—
Carried over	3,077.53	932.12	—	—

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

5 Investments (Contd.)

(₹ In Crore)

Particulars	Non-current investments		Current investments	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Brought over	3,077.53	932.12	–	–
In Government bonds & securities: (Contd.)				
Quoted: (Contd.)				
Brought over	445.29	–	–	–
5,000,000 (–) 6.57% Gujarat State Development Loan of ₹ 100 each	50.15	–	–	–
1,000,000 (–) 7.98% Karnataka State Development Loan of ₹ 100 each	11.03	–	–	–
10,000,000 (–) 6.53% Karnataka State Development Loan of ₹ 100 each	100.40	–	–	–
4,150,000 (–) 6.54% Karnataka State Development Loan of ₹ 100 each	41.55	–	–	–
1,000,000 (–) 8.15% Maharashtra State Development Loan of ₹ 100 each	11.12	–	–	–
Amortised cost	659.54	–	–	–
In Fixed deposits:				
Unquoted:				
– 7.80% Bajaj Finance Ltd. Fixed Deposit	–	–	–	200.00
– 7.80% Bajaj Finance Ltd. Fixed Deposit	–	–	–	200.00
– 7.82% Bajaj Finance Ltd. Fixed Deposit	–	100.00	107.84	–
– 7.20% HDFC Bank Ltd. Fixed Deposit	–	–	–	300.00
Amortised cost	–	100.00	107.84	700.00
In Fixed maturity plans				
Unquoted:				
20,000,000 (20,000,000) Units of Axis Fixed Term Plan Direct Growth	–	23.00	24.93	–
1,762,182,600 (2,040,182,600) Units of Aditya Birla Sun Life Fixed Term Plan Direct Growth	680.16	2,026.18	1,508.21	342.76
525,000,000 (615,000,000) Units of DSP Fixed Maturity Plan Direct Growth	11.77	608.71	646.07	110.95
1,082,207 (1,502,631) Units of PGIM India Fixed Maturity Fund Direct Plan Growth	78.65	126.03	57.55	51.94
833,000,000 (861,000,000) Units of HDFC Fixed Maturity Plan	500.87	942.67	517.87	34.64
1,429,000,000 (1,813,000,000) Units of ICICI - Prudential Fixed Maturity Plan	578.55	1,649.12	1,203.02	475.71
154,000,000 (213,000,000) Units of IDFC Fixed Term Plan Growth	–	178.49	192.52	72.68
1,322,000,000 (1,533,000,000) Units of Kotak Fixed Maturity Plan Growth	737.55	1,507.27	891.60	257.76
170,000,000 (170,000,000) Units of L&T Fixed Maturity Plan Direct Growth	128.56	193.04	80.55	–
Carried over	2,716.11	7,254.51	5,122.32	1,346.44
Carried over	3,737.07	1,032.12	107.84	700.00

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

5 Investments (Contd.)

(₹ In Crore)

Particulars	Non-current investments		Current investments	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Brought over	3,737.07	1,032.12	107.84	700.00
In Fixed maturity plans: (Contd.)				
Unquoted: (Contd.)				
Brought over	2,716.11	7,254.51	5,122.32	1,346.44
956,000,000 (1,295,000,000) Units of Nippon India Fixed Horizon Fund Growth	508.33	1,099.61	679.77	421.03
290,000,000 (315,000,000) Units of Invesco Fixed Maturity Plan Direct Growth	48.95	335.53	313.34	30.86
770,000,000 (802,000,000) Units of SBI Debt Fund Direct Plan Growth	316.55	877.50	632.51	39.51
70,000,000 (70,000,000) Units of Sundaram Fixed Term Plan Direct Growth	–	81.06	87.56	–
100,000,000 (100,000,000) Units of Tata Fixed Maturity Plan Growth	12.10	115.07	112.42	–
340,000,000 (395,000,000) Units of UTI Fixed Maturity Plan Growth	12.52	393.97	412.88	67.84
Amortised cost	3,614.56	10,157.25	7,360.80	1,905.68
In Exchange traded funds				
Quoted:				
8,724,846 (–) Bharat Bond ETF April 2025	904.90	–	–	–
13,695,640 (–) Nippon India ETF Nifty CPSE Bond Plus SDL - 2024 Maturity	142.74	–	–	–
11,185,688 (–) Bharat Bond ETF - April 2030	1,273.11	–	–	–
Amortised cost	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	66.44	61.34	–	–
341,788,061 (386,367,631) Units of IDFC Corporate Bond Fund - Direct Plan -Growth	521.83	539.47	–	–
14,296,498 (28,865,899) Units of IDFC Super Saver Income Fund - Short Term-Direct Plan-Growth	67.00	125.17	–	–
30,603,467 (46,405,849) Units of Kotak Bond Short Term Plan-Direct Plan - Growth	133.06	186.15	–	–
30,779,648 (62,153,969) Units of L&T Short Term Opportunities Fund - Direct Plan- Growth	66.64	125.16	–	–
– (21,129,320) Units of Nippon India Banking & PSU Debt Fund - Direct Plan- Growth	–	31.88	–	–
92,496,457 (92,496,457) Units of Nippon India Floating Rate Fund - Short Term-Direct Plan - Growth	332.88	304.14	–	–
146,141,389 (146,141,389) Units of ICICI Prudential Income Opportunities Fund - Direct Plan-Growth	467.67	431.12	–	–
Carried over	1,655.52	1,804.43	–	–
Carried over	9,672.38	11,189.37	7,468.64	2,605.68

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

5 Investments (Contd.)

(₹ In Crore)				
Particulars	Non-current investments		Current investments	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Brought over	9,672.38	11,189.37	7,468.64	2,605.68
In Short-term mutual funds (Contd.)				
Quoted: (Contd.)				
Brought over	1,655.52	1,804.43	–	–
449,031,864 (449,031,864) Units of HDFC Medium Term Opportunities Fund - Direct Plan-Growth	1,130.82	1,036.53	–	–
47,617,832 (47,617,832) Units of Sundaram Banking & PSU Debt Fund - Direct Plan- Growth	162.76	152.61	–	–
Fair value	2,949.10	2,993.57	–	–
In Long duration bond funds				
Quoted:				
82,700,443 (–) Units of Nippon India Dynamic Bond Fund - Direct Plan - Growth	251.02	–	–	–
83,348,103 (–) Units of L&T Triple Ace Bond Fund - Direct Plan-Growth	497.08	–	–	–
Fair value	748.10	–	–	–
In Liquid and overnight mutual funds				
Quoted:				
– (559,861) SBI Liquid Fund - Direct Plan - Growth	–	–	–	174.07
1,236,693 (–) IDFC Cash Fund - Direct Plan - Growth	–	–	307.44	–
1,103,220 (–) Axis Overnight Fund - Direct Plan - Growth	–	–	120.02	–
1,202,383 (–) Kotak Overnight Fund - Direct Plan - Growth	–	–	132.01	–
Fair value	–	–	559.47	174.07
Total (B)	13,369.58	14,182.94	8,028.11	2,779.75
Total (A+B)	14,602.84	15,416.20	8,028.11	2,779.75
Aggregate provision for diminution in value of investments	2.17	2.17	–	–

(₹ In Crore)				
Particulars	Book value		Market value	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Quoted	10,192.83	4,028.26	10,140.04	4,028.29
Unquoted	12,438.12	14,167.69	NA	NA
Total	22,630.95	18,195.95		

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 32 for credit risk management related to investments.

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

6 Loans

(Unsecured, good, unless stated otherwise)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Security deposits	26.21	26.25	–	–
Employee loans	5.22	6.21	5.74	6.11
	31.43	32.46	5.74	6.11

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 38]

7 Other financial assets

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Non-current bank balances [See note 12]	–	0.02	–	–
Interest receivable on investments	–	3.11	50.04	29.57
Interest receivable on loans, deposits etc.	–	–	0.72	0.68
Valuation gains on derivative hedging instruments [See note 31]	–	–	121.39	–
Other advances	–	–	51.38	47.31
	–	3.13	223.53	77.56

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

8 Other assets

(Unsecured, good, unless stated otherwise)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Capital advances	238.52	179.80	–	–
Security deposits	6.65	6.62	–	–
Advances recoverable in cash or in kind				
Advances to related parties [See note 38]	–	–	8.81	8.44
Other advances	23.79	24.33	215.03	103.98
Doubtful advances	8.13	8.14	–	–
	31.92	32.47	223.84	112.42
Provision for doubtful advances	8.13	8.14	–	–
	23.79	24.33	223.84	112.42
Gratuity asset [See note 37]	16.34	–	–	–
VAT refund receivable	39.78	39.78	130.31	135.61
GST credit/refund receivable	–	–	764.33	241.02
Export incentives receivable				
Unsecured considered good	–	–	61.17	147.62
Doubtful	0.21	0.21	–	–
	0.21	0.21	61.17	147.62
Provision for doubtful export incentives	0.21	0.21	–	–
	–	–	61.17	147.62
	325.08	250.53	1,179.65	636.67

9 Inventories

Particulars	As at 31 March	
	2021	2020
Raw materials and components (includes in transit ₹ 84.31 crore (previous year ₹ 90.74 crore))	664.26	461.44
Work-in-progress	85.50	57.60
Finished goods	714.36	522.78
Stores, spares and packing material	27.07	20.43
Loose tools	2.70	1.25
	1,493.89	1,063.50

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 ₹ 47.75 crore [Previous year – ₹ 40.27 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 2021 (Contd.)

10 Trade receivables

(₹ In Crore)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Unsecured, considered good	–	–	2,716.85	1,725.10
Credit impaired	44.10	28.21	–	–
	44.10	28.21	2,716.85	1,725.10
Impairment allowance for credit impaired [See note 32 (A)]	44.10	28.21	–	–
	–	–	2,716.85	1,725.10

11 Cash and cash equivalents

(₹ In Crore)

Particulars	As at 31 March	
	2021	2020
Balances with banks	505.10	277.24
Cash on hand	0.03	0.09
	505.13	277.33

12 Other bank balances

(₹ In Crore)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Unclaimed dividend accounts	–	–	22.21	30.94
Deposits with residual maturity for more than twelve months	–	0.02	–	–
Deposits with residual maturity for less than twelve months	–	–	0.02	–
	–	0.02	22.23	30.94
Amount disclosed under 'other financial assets' [See note 7]	–	(0.02)	–	–
	–	–	22.23	30.94

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

13 Equity share capital

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
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 2021		As at 31 March 2020	
	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 2021		As at 31 March 2020	
	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	22,997,485	7.95%	15,730,820	5.44%

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

14 Other equity

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Reserves and surplus:		
General reserve		
Balance as at the beginning of the year	5,431.60	4,921.60
Add: Transferred from surplus in the Statement of Profit and Loss	456.00	510.00
Balance as at the end of the year	5,887.60	5,431.60
Retained earnings		
Balance as at the beginning of the year	14,750.44	16,451.58
Profit for the year	4,554.59	5,099.98
Items of other comprehensive income recognised directly in retained earnings		
Actuarial gains/(losses) of defined benefit plans	12.22	(33.19)
Less: Appropriations		
Transfer to General reserve	456.00	510.00
Final dividend for the year ended 31 March 2019	–	1,736.20
Tax on final dividend as above	–	335.57
Interim dividend for the year ended 31 March 2020	–	3,472.40
Tax on interim dividend as above	–	713.76
Total appropriations	456.00	6,767.93
Balance as at the end of the year	18,861.25	14,750.44
Other reserves:		
Cash flow hedging reserve [See note 32]	148.90	5.63
Costs of hedging reserve [See note 32]	(58.06)	(121.81)
FVTOCI reserve		
Balance as at the beginning of the year	(413.13)	74.51
Net (losses)/gains on FVTOCI equity securities	501.56	(487.64)
Balance as at the end of the year	88.43	(413.13)
Share based payment reserve		
Balance as at the beginning of the year	10.01	–
Add: Recognised during the year	6.90	10.01
Balance as at the end of the year	16.91	10.01
Treasury shares		
Balance as at the beginning of the year	(26.62)	–
Add: Changes during the year	(5.52)	(26.62)
Balance as at the end of the year	(32.14)	(26.62)
	24,912.89	19,636.12

Notes to standalone financial statements for the year ended 31 March 2021 (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 (including dividend distribution tax) 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 issue and allot to employees at the time of exercise of option by employees.

15 Sales tax deferral

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Unsecured		
Sales tax deferral liability/loan, an incentive under Package Scheme of Incentives 1983 and 1993 - interest free, partially prepaid	121.46	125.59
	121.46	125.59

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 31.

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

16 Provisions

(₹ In Crore)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Provision for employee benefits [See note 37]				
Provision for gratuity	–	77.94	–	–
Provision for compensated absences	–	–	129.66	134.81
Provision for welfare scheme	1.98	2.56	0.67	0.52
	1.98	80.50	130.33	135.33
Other provisions				
Provision for warranties	–	–	22.04	22.64
	1.98	80.50	152.37	157.97

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.

(₹ In Crore)

Particulars	As at 31 March	
	2021	2020
At the beginning of the year	22.64	21.85
Arising during the year	18.03	17.14
Utilised during the year	18.63	16.35
At the end of the year	22.04	22.64

17 Deferred tax liabilities (net)

(₹ In Crore)

Particulars	As at 31 March	
	2021	2020
Deferred tax liabilities		
On account of timing difference in		
Property, plant and equipment	125.36	154.79
Employee benefits:		
Defined benefit plans provisions - P&L	22.17	2.58
Defined benefit plans provisions - OCI	0.33	0.30
Financial instruments:		
Mutual funds including fixed maturity plans, ETFs	409.65	360.33
Fair valuation of derivative hedging contracts	50.08	1.89
Financial assets at FVTOCI	13.14	2.57
	472.87	364.79
Gross deferred tax liabilities	620.73	522.46

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

17 Deferred tax liabilities (net) (Contd.)

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Deferred tax assets		
On account of timing difference in		
Employee benefits:		
Welfare scheme costs & others	0.67	0.77
Bonus provisions	1.72	1.72
Provision for privilege leave etc.	32.63	33.93
Defined benefit plans provisions - OCI	18.11	22.19
	53.13	58.61
Financial instruments:		
Fair valuation of derivative hedging contracts	19.53	40.97
Financial assets at FVTOCI	–	55.14
Amortisation of discount on acquisition of fixed income securities	0.68	0.11
	20.21	96.22
Other items:		
Provision for bad/doubtful debts and advances	13.15	9.15
Taxes, duties, others etc.	12.10	12.10
	25.25	21.25
Gross deferred tax assets	98.59	176.08
	522.14	346.38

Movement in deferred tax liabilities

Particulars	(₹ In Crore)				
	Property, plant and equipment	Financial instruments	Employee benefits	Other items	Total
At 31 March 2019	231.38	278.15	(48.94)	82.07	542.66
Charged/(credited)					
– to profit and loss	(76.59)	114.90	(2.03)	(103.32)	(67.04)
– to other comprehensive income	–	(124.48)	(4.76)	–	(129.24)
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

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

18 Other non-current liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Annuity payable to VRS/Welfare scheme optees	0.50	0.83
	0.50	0.83

19 Other financial liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Security deposits	21.50	24.52
Unclaimed dividend	22.21	30.94
Valuation losses on derivative hedging instruments [See note 31]	–	155.26
Directors' remuneration and commission payable	32.00	34.82
Employee benefits payable	178.55	172.09
Other payables	153.18	130.64
	407.44	548.27

Refer note 31 for financial liabilities measured at amortised cost.

20 Other current liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Annuity payable to VRS/Welfare scheme optees	0.39	0.41
Advance received from customers	408.03	254.13
Taxes and duties payable	47.02	46.29
Other payables	27.35	28.05
	482.79	328.88

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

21 Revenue from operations

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Revenue from operations		
Revenue from contracts with customers		
Sale of products	27,132.90	29,111.54
Other operating revenue		
Scrap sales	18.67	18.14
Export incentives	245.59	458.59
Royalty	153.20	161.59
Technical know how fees	–	2.02
Rent [See note 39]	29.45	31.88
Insurance claims	0.25	0.48
Miscellaneous receipts	55.08	72.75
Government grants	2.65	2.65
Interest income on financial services to dealers	103.29	59.01
	608.18	807.11
	27,741.08	29,918.65
Revenue from contracts with customers (Goods transferred at a point in time)		
India	14,445.62	16,895.61
Outside India	12,687.28	12,215.93
Total revenue from contracts with customers	27,132.90	29,111.54
Reconciling the amount of revenue recognised in the Statement of Profit and Loss with the contracted price		
Revenue as per contracted price	27,374.31	29,410.26
Adjustments:		
Cash discounts and target incentives	(183.94)	(184.59)
Sales promotion expenses	(57.47)	(114.13)
Revenue from contracts with customers	27,132.90	29,111.54

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

22 Other income

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Investment income		
Interest income on fixed income securities	65.77	17.04
Amortisation of (premium)/discount on acquisition of fixed income securities	(5.57)	18.24
Interest income on fixed deposits	17.87	28.90
Interest income on exchange traded funds	76.85	–
Interest income on fixed maturity plans	842.51	903.55
Interest income from financial assets at amortised cost	997.43	967.73
Dividend income on investments in subsidiaries	–	208.99
Dividend income on other strategic investments	–	25.38
Gain on valuation and realisation of mutual funds measured at FVTPL	254.25	462.70
Profit on sale of other investments, net	15.74	19.53
	1,267.42	1,684.33
Others		
Surplus on sale of property, plant and equipment	1.94	5.28
Tax refunds/credits	7.10	0.05
Gain on exchange fluctuations	–	43.90
	9.04	49.23
	1,276.46	1,733.56

23 Changes in inventories

Particulars	(₹ In Crore)		
	For the year ended 31 March		
	2021	2020	(Increase)/decrease
Inventories at the end of the year			
Work-in-progress	85.50	57.60	(27.90)
Finished goods	714.36	522.78	(191.58)
	799.86	580.38	(219.48)
Inventories at the beginning of the year			
Work-in-progress	57.60	46.96	(10.64)
Finished goods	522.78	470.41	(52.37)
	580.38	517.37	(63.01)
	(219.48)	(63.01)	

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

24 Employee benefits expense

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Salaries, wages and bonus to employees [See note 38]	1,135.47	1,199.16
Contribution to provident and other funds [See note 37 & 38]	61.32	92.23
Share based payment to employees	6.90	10.01
Staff welfare expenses	82.27	87.81
	1,285.96	1,389.21

25 Finance costs

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Interest expense	5.48	2.10
Interest adjustment on Government grant	1.18	1.06
	6.66	3.16

26 Depreciation and amortisation expense

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Depreciation on property, plant and equipment	232.06	230.76
Depreciation on investment property	1.60	1.60
Amortisation of technical know-how	24.97	13.42
Amortisation of leasehold land	0.65	0.65
	259.28	246.43

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

27 Other expenses

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Stores and tools consumed	116.05	130.17
Power, fuel and water	91.34	116.57
Rent	16.27	15.74
Repairs to buildings	30.12	56.78
Repairs to machinery	72.74	125.03
Other repairs	13.96	11.47
Insurance	6.57	3.25
Rates and taxes	24.46	7.49
Payment to auditor	1.85	1.91
Directors' fees and travelling expenses	0.99	1.14
Commission to non-executive directors	6.98	3.05
Travelling expenses	5.75	77.29
Miscellaneous expenses	395.62	424.77
Loss on exchange fluctuations	22.73	–
Packing material consumed	364.24	375.38
Freight and forwarding expenses	204.53	178.08
Advertisement	247.91	488.27
Vehicle service charges and other expenses	103.66	133.44
Sales promotion expenses	42.37	115.20
Contribution to electoral bonds	3.00	34.50
Expenditure towards Corporate Social Responsibility (CSR) activities	128.25	119.44
Bad debts and other irrecoverable debit balances written off	0.62	0.22
Loss on property, plant and equipment sold, demolished, discarded and scrapped	13.10	13.70
Provision for doubtful debts and advances (includes expected credit loss on trade receivables)	16.15	22.01
	1,929.26	2,454.90

Payment to auditor

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
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)	0.05	0.05
Reimbursement of expenses	–	0.06
	1.85	1.91

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

Expenditure towards Corporate Social Responsibility (CSR) activities

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
a) Gross amount required to be spent by the Company during the year	126.91	118.80
b) Amount spent in cash during the year on:		
i) Construction/acquisition of any asset	—	—
ii) On purposes other than (i) above	128.25	119.44
	128.25	119.44

28 Exceptional items

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
No exceptional items for both the periods	—	—
	—	—

29 Tax expense

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
(a) Tax expense		
Current tax		
Current tax on profits for the year	1,348.10	1,547.26
Deferred tax		
Decrease/(increase) in deferred tax assets	(3.17)	9.41
(Decrease)/increase in deferred tax liabilities	39.48	(76.45)
Total deferred tax expense/(benefit)	36.31	(67.04)
Tax expense	1,384.41	1,480.22

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

29 Tax expense (Contd.)

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate		
Profit before tax	5,939.00	6,580.20
Tax at the Indian tax rate of 25.168% (Previous year - 25.168%)	1,494.73	1,656.10
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
– Corporate social responsibility expenditure	33.04	15.47
– Disallowance of estimated expenditure to earn tax exempt income	–	6.13
– Rate difference in amortisation of fixed income securities	(0.47)	1.40
– Rate difference on account of fair value of mutual funds	–	15.09
– Others	1.73	1.81
Tax effect of amounts which are deductible (non taxable) in calculating taxable income:		
– Reversal in deferred tax due to tax rate reduction	–	(81.97)
– Tax-free interest	(0.16)	(2.72)
– Difference in tax rate on account of dividend received from subsidiary	–	(16.74)
– Dividend received on strategic investment	–	(6.39)
– Profit on investments not taxable	(64.93)	(60.01)
– Income from fair valuation of mutual funds	(78.54)	(46.85)
– Disallowance of expenditure incurred on rented property (net)	(0.99)	(1.10)
Tax expense	1,384.41	1,480.22

30 Earnings Per Share (EPS)

Particulars	For the year ended 31 March	
	2021	2020
a. Profit for the year (₹ In Crore)	4,554.59	5,099.98
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)	122,242	99,750
Net weighted average number of shares outstanding during the year (Nos)	289,244,778	289,267,270
b. Earnings per share (Basic and Diluted) ₹	157.5	176.3
Face value per share ₹	10.0	10.0

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

31 Fair value measurement**i) Financial instruments by category**

(₹ In Crore)

Particulars	31 March 2021			31 March 2020		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial assets						
Investments						
– Equity	–	1,274.23	–	–	700.99	–
– Bonds and debentures	–	–	1,803.30	–	–	231.12
– Government bonds and securities	–	–	659.54	–	–	–
– Exchange traded funds	–	–	2,320.75	–	–	–
– Fixed maturity plans	–	–	10,975.36	–	–	12,062.96
– Fixed deposits	–	–	107.84	–	–	800.00
– Short-term mutual funds	2,949.10	–	–	2,993.56	–	–
– Long duration bond funds	748.10	–	–	–	–	–
– Liquid mutual funds	559.47	–	–	174.06	–	–
Trade receivables	–	–	2,716.85	–	–	1,725.10
Loans	–	–	37.17	–	–	38.57
Other financial assets	–	–	102.14	–	–	80.69
Cash and cash equivalents	–	–	505.13	–	–	277.33
Other bank balances	–	–	22.23	–	–	30.94
Derivative financial assets	–	121.39	–	–	–	–
	4,256.67	1,395.62	19,250.31	3,167.62	700.99	15,246.71
Financial liabilities						
Sales tax deferral	–	–	121.46	–	–	125.59
Trade payables	–	–	4,573.81	–	–	3,199.70
Other financial liabilities	–	–	407.44	–	–	393.01
Derivative financial liability	–	–	–	–	155.26	–
	–	–	5,102.71	–	155.26	3,718.30

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

31 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 2021

(₹ In Crore)					
Particulars	Note No.	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

Assets disclosed at fair value - at 31 March 2021

(₹ In Crore)					
Particulars	Note No.	Level 1	Level 2	Level 3	Total
Investment property	3	–	205.55	–	205.55

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

31 Fair value measurement (Contd.)**ii) Fair value hierarchy** (Contd.)**Financial assets/liabilities measured at fair value - recurring fair value measurements at 31 March 2020**

(₹ In Crore)

Particulars	Note No.	Level 1	Level 2	Level 3	Total
Financial investments at FVTPL					
Short-term mutual funds	5	2,993.56	–	–	2,993.56
Liquid mutual funds	5	174.06	–	–	174.06
Financial investments at FVTOCI					
Equity investment	5	629.49	71.50	–	700.99
		3,797.11	71.50	–	3,868.61
Financial liabilities at FVTOCI					
Derivatives designated as hedges					
Option contracts	7	–	155.26	–	155.26

Assets disclosed at fair value - at 31 March 2020

(₹ In Crore)

Particulars	Note No.	Level 1	Level 2	Level 3	Total
Investment property	3	–	201.20	–	201.20

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

(₹ In Crore)

Particulars	31 March 2021		31 March 2020	
	Carrying Amount	Fair value	Carrying Amount	Fair value
Financial assets				
Investments				
Bonds and debentures	1,803.30	1,780.78	231.12	231.18
Government bonds and securities	659.54	646.49	–	–
Exchange traded funds	2,320.75	2,303.55	–	–
Fixed maturity plans	10,975.36	11,121.18	12,062.96	12,291.04
	15,758.95	15,852.00	12,294.08	12,522.22

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 2021 (Contd.)

32 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 & 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 aging 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 2021 (Contd.)

32 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	As on 31 March	
	2021	2020
Estimated total gross carrying amount	2,760.95	1,753.31
ECL	44.10	28.21
Net carrying amount	2,716.85	1,725.10

Reconciliation of impairment allowance – Trade receivable

Particulars	(₹ In Crore)
Impairment allowance as on 31 March 2019	6.74
Changes in loss allowance	21.47
Impairment allowance as on 31 March 2020	28.21
Changes in loss allowance	15.89
Impairment allowance as on 31 March 2021	44.10

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 may be 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 ₹ 121.46 crore which are interest free and are repayable after 12 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	As at 31 March	
	2021	2020
The Company had		
Net working capital funds	8,531.92	2,343.75
which includes;		
i) Cash and cash equivalents	505.13	277.33
ii) Current investments	8,028.11	2,779.75

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

32 Financial risk management (Contd.)

The table below summarises the contractual maturities of financial liabilities as at 31 March 2021 and 31 March 2020:

Maturities of financial liabilities

(₹ In Crore)

Particulars	Less than and equal to 1 year	More than 1 year	Total
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
	4,981.25	121.46	5,102.71
As on 31 March 2020			
Non-derivatives			
Sales tax deferral (discounted)	–	125.59	125.59
Trade payables	3,199.70	–	3,199.70
Other financial liabilities	548.27	–	548.27
	3,747.97	125.59	3,873.56

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 and 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 2021 (Contd.)

32 Financial risk management (Contd.)

The fair values (Marked-to-market i.e. MTM) of foreign currency derivative contracts outstanding as on 31 March 2021 and 31 March 2020 are as follows:

(₹ In Crore)

	As at 31 March 2021		As at 31 March 2020	
	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	1,369.00	121.39	1,486.00	(155.26)
	1,369.00	121.39	1,486.00	(155.26)
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	
	2021	2020
Receivables	134.16	62.65
Payables	15.80	24.20
Others (EEFC balances)	63.32	22.33

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)

	31 March 2021	31 March 2020
Impact on other components of equity		
USD Sensitivity		
INR/USD – Increase by 5% (Previous year 10%)	(235.80)	(784.79)
INR/USD – Decrease by 5% (Previous year 10%)	364.25	477.50

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 2021		As at 31 March 2020	
	Notional In USD Mn (Sell)	MTM Gain/ (Loss)	Notional In USD Mn (Sell)	MTM Gain/ (Loss)
On export transactions:				
Not later than three months	339.50	43.61	328.25	(7.90)
Later than three months and not later than six months	349.50	38.61	353.50	(29.44)
Later than six month and not later than one year	680.00	39.17	631.25	(105.65)
Later than one year and not later than two years	–	–	173.00	(12.27)
	1,369.00	121.39	1,486.00	(155.26)
On import transactions: NIL				

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

32 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 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)

Cash flow hedge foreign exchange risk 31 March 2020

(₹ 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	11,228.96	7.53	1:1	(58.60)	58.60
	11,228.96	7.53		(58.60)	58.60

* 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 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	–	–	

Cash flow hedge foreign exchange risk 31 March 2020

(₹ 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	(58.60)	–	26.59	Revenue
	(58.60)	–	26.59	

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

32 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 2021 and 31 March 2020, 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 2021 and 31 March 2020.

Movements in cash flow hedging reserve and costs of hedging reserve

(₹ In Crore)	
Derivative Instrument	Foreign Currency Risk Foreign exchange options
(i) Cash flow hedging reserve	
Balance – As at 31 March 2019	60.31
Add: Change in intrinsic value of foreign currency options	(58.60)
Less: Amount reclassified to profit or loss	(26.59)
Deferred tax relating to the above (net)	30.51
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
(ii) Costs of hedging reserve	
Balance – As at 31 March 2019	(17.47)
Less: Change in time value of foreign currency options	(138.02)
Less: Amount reclassified to profit or loss	2.10
Deferred tax relating to the above (net)	31.58
Balance – As at 31 March 2020	(121.81)
Add: 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)

(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 through 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 2021 (Contd.)

33 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	
	2021	2020
Equity	25,202.26	19,925.49
Less: Tangible and other assets	2,067.50	2,165.54
Working capital	503.81	(436.00)
Investments in subsidiaries	1,233.26	1,233.26
Investments in debt and similar investments	21,397.69	16,962.69

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	
	2021	2020
Dividends recognised in the financial statements		
Final dividend for the year ended 31 March 2020 of ₹ Nil (31 March 2019 - ₹ 60) per equity share, declared and paid	–	1,736.20
Interim dividend for the year ended 31 March 2021 of ₹ Nil (31 March 2020 - ₹ 120) per equity share	–	3,472.40
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 2020 - ₹ 120). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting	4,051.14	–

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

34 Contingent liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
a Claims against the Company not acknowledged as debts	205.25	223.10
b Excise, Service tax and Customs matters under dispute	363.38	363.71
c Income tax matters	872.34	914.98
d Value Added Tax (VAT)/Sales tax matters under dispute	123.31	125.37
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.

35 Capital commitments

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Capital commitments, net of capital advances	102.93	176.69

36 Segment information

Segment information based on consolidated financial statements is given in note 35 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 2021 (Contd.)

37 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.

(₹ In Crore)

Particulars	As at 31 March	
	2021	2020
Amount recognised in Balance Sheet		
Present value of funded defined benefit obligation (DBO)	490.00	631.88
Fair value of plan assets	(537.58)	(553.94)
Net funded obligation	(47.58)	77.94
Amount not recognised due to asset ceiling	31.24	–
Net defined benefit liability/(asset) recognised in Balance Sheet	(16.34)	77.94
Expense recognised in the Statement of Profit and Loss		
Current service cost	29.43	30.06
Past service cost	(23.47)	–
Interest on net defined benefit liability/(asset)	(5.36)	(1.00)
Total expense charged to Statement of Profit and Loss	0.60	29.06
Amount recorded as Other Comprehensive Income		
Opening amount recognised in OCI outside Statement of Profit and Loss	88.17	50.31
Remeasurements during the period due to:		
Changes in financial assumptions	–	41.23
Changes in demographic assumptions	–	–
Experience adjustments	(49.84)	5.31
Actual return on plan assets less interest on plan assets	2.38	(8.68)
Adjustment to recognise the effect of asset ceiling	31.24	–
Closing amount recognised in OCI outside Statement of Profit and Loss	71.95	88.17

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

37 Employee benefits (Contd.)**Funded schemes** (Contd.)**Gratuity** (Contd.)

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Reconciliation of net liability/(asset)		
Opening net defined benefit liability/(asset)	77.94	12.01
Expense charged to Statement of Profit and Loss	0.60	29.06
Amount recognised outside Statement of Profit and Loss	(16.22)	37.86
Employer contributions [includes ex-gratia payout of ₹ 76.44 crore from the Company (Previous year - Nil)]	(78.66)	(0.99)
Closing net defined benefit liability/(asset)	(16.34)	77.94

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Movement in benefit obligation		
Opening of defined benefit obligation	631.88	554.29
Current service cost	29.43	30.06
Past service cost	(23.47)	–
Interest on defined benefit obligation	31.59	39.43
Remeasurements due to:		
Actuarial loss/(gain) arising from change in financial assumptions	–	41.23
Actuarial loss/(gain) arising on account of experience adjustments	(49.84)	5.31
Benefits paid [includes ex-gratia payout of ₹ 76.44 crore from the Company (Previous year - Nil)]	(129.59)	(37.95)
Liabilities assumed/(settled)	–	(0.49)
Closing of defined benefit obligation	490.00	631.88

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Movement in plan assets		
Opening fair value of plan assets	553.94	542.28
Employer contributions [includes ex-gratia payout of ₹ 76.44 crore from the Company (Previous year - Nil)]	78.66	0.99
Interest on plan assets	36.95	40.43
Remeasurements due to:		
Actual return on plan assets less interest on plan assets	(2.38)	8.68
Benefits paid [includes ex-gratia payout of ₹ 76.44 crore from the Company (Previous year - Nil)]	(129.59)	(37.95)
Assets acquired/(settled)	–	(0.49)
Closing fair value of plan assets	537.58	553.94

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

37 Employee benefits (Contd.)

Funded schemes (Contd.)

Gratuity (Contd.)

(₹ In Crore)

Particulars	As at 31 March	
	2021	2020
Disaggregation of assets		
Category of assets		
Insurer managed funds	537.58	553.94
Others	—	—
	537.58	553.94

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 2021		As at 31 March 2020	
	Discount rate	Salary escalation rate	Discount rate	Salary escalation rate
Senior staff				
Impact of increase in 50 bps on DBO	(3.28%)	3.36%	(3.29%)	3.37%
Impact of decrease in 50 bps on DBO	3.48%	(3.20%)	3.49%	(3.21%)
Junior staff				
Impact of increase in 50 bps on DBO	(4.12%)	4.36%	(4.12%)	4.35%
Impact of decrease in 50 bps on DBO	4.52%	(4.02%)	4.51%	(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 2021 (Contd.)

37 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:

(₹ In Crore)

Particulars	Less than a year	Between 1-2 years	Between 3-5 years	Over 5 years	Total
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
31 March 2020					
Senior staff	53.67	15.94	63.35	376.51	509.47
Junior staff	51.01	39.86	123.46	559.59	773.92

As at 31 March

Weighted average duration of defined benefit obligation (in years)	2021	2020
Senior staff	6.75	6.78
Junior staff	8.62	8.61

As at 31 March

Particulars	2021	2020
Principal actuarial assumptions (expressed as weighted averages)		
Discount rate (p.a.)	6.80%	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.

Provident Fund

(₹ In Crore)

As at 31 March

Particulars	2021	2020
Amount recognised in Balance Sheet		
Present value of funded defined benefit obligation	1,444.48	1,363.48
Fair value of plan assets	(1,444.48)	(1,363.48)
Net funded obligation	—	—
Expense recognised in the Statement of Profit and Loss		
Current service cost	37.31	38.39
Administration expenses	—	—
Interest on net defined benefit liability/(asset)	—	—
(Gains)/losses on settlement	—	—
Total expenses charged to Statement of Profit and Loss	37.31	38.39

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

37 Employee benefits (Contd.)**Funded schemes** (Contd.)**Provident Fund** (Contd.)

(₹ In Crore)

Particulars	As at 31 March	
	2021	2020
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	17.96	56.28
Actual return on plan assets less interest on plan assets	(17.96)	(56.28)
Adjustment to recognise the effect of asset ceiling	—	—
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	37.31	38.39
Amount recognised outside Statement of Profit and Loss	—	—
Employer contributions	(37.31)	(38.39)
Closing net defined benefit liability/(asset)	—	—
Movement in benefit obligation		
Opening of defined benefit obligation	1,363.48	1,184.13
Current service cost	37.31	38.39
Interest on defined benefit obligation	90.60	90.55
Remeasurements due to:		
Actuarial loss/(gain) arising on account of experience adjustments	17.96	56.28
Employee contributions	73.29	75.13
Benefits paid	(136.87)	(93.22)
Liabilities assumed/(settled)	(1.29)	12.22
Closing defined benefit obligation	1,444.48	1,363.48
Movement in plan assets		
Opening fair value of plan assets	1,363.48	1,184.13
Interest on plan assets	90.60	90.55
Remeasurements due to:		
Actual return on plan assets less interest on plan assets	17.96	56.28
Employer contributions during the period	37.31	38.39
Employee contributions during the period	73.29	75.13
Benefits paid	(136.87)	(93.22)
Assets acquired/(settled)	(1.29)	12.22
Closing fair value of plan assets	1,444.48	1,363.48

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

37 Employee benefits (Contd.)**Funded schemes** (Contd.)**Provident Fund** (Contd.)

Particulars	(₹ In Crore)	
	As at 31 March	2021
Disaggregation of assets		
Quoted		
Property		—
Government debt instruments		753.29
Other debt instruments		519.13
Entity's own equity instruments		—
Insurer managed funds		—
Others		172.06
		1,444.48

Particulars	As at 31 March	
	2021	2020
Key actuarial assumptions		
Discount rate (p.a.)	6.80%	6.80%
Future derived return on assets (p.a.)	8.67%	8.54%
Discount rate for the remaining term to maturity of the investment (p.a.)	6.25%	6.45%
Average historic yield on the investment (p.a.)	8.12%	8.19%
Guaranteed rate of return (p.a.)	8.00%	8.30%

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

37 Employee benefits (Contd.)**Unfunded Schemes**

(₹ In Crore)

Particulars	As at 31 March 2021		As at 31 March 2020	
	Compensated Absences	Welfare Scheme	Compensated Absences	Welfare Scheme
Present value of unfunded obligations	129.66	2.64	134.81	3.08
Expense recognised in the Statement of Profit and Loss	15.16	0.28	31.05	0.30
Amount recorded as Other Comprehensive Income		(0.11)		0.09
Discount rate (p.a.)	6.80%	6.80%	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	
	2021	2020
Compensated absences expected to be settled after 12 months	108.22	117.31

(₹ In Crore)

Particulars	As at 31 March	
	2021	2020
Amount recognised in the Statement of Profit and Loss		
Defined contribution plans:		
Superannuation paid to trust	8.23	9.77
Pension fund paid to Government authorities	13.33	13.25
Others	1.80	1.75
Defined benefit plans:		
Gratuity	0.60	29.06
Provident fund paid to trust	37.31	38.39
Others	0.05	0.01
	61.32	92.23

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

38 Disclosure of transactions with related parties as required by the Indian Accounting Standard 24

		(₹ In Crore)			
Name of related party and nature of relationship	Nature of transaction	2020-21		2019-20	
		Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in 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	-	3.54	(1.00)
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
	Dividend received	-	-	208.99	-
Bajaj Auto (Thailand) Ltd. (Fully owned subsidiary)	Contribution to equity (449,997 shares of THB 100 each)	-	10.54	10.54	10.54
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	-	-	1,741.09	-
	Dividend received	-	-	25.38	-
	Business support service received	42.27	-	26.18	-
	Business support service rendered	0.04	-	0.03	-
C Key management personnel and their relatives:					
Rahul Bajaj (Chairman)	Short-term employee benefits (including Commission)	-	-	10.81	(6.75)
	Post-employment benefits	-	-	0.80	-
	Sitting fees	0.07	-	-	-
	Commission	4.68	(4.68)	-	-
	Perquisite value for free use of accommodation/medical costs etc.	1.07	-	-	-
	Rent paid for premises	0.26	-	0.25	-
	Deposit paid against premises taken on lease	-	3.60	-	3.60
Rajiv Bajaj (Managing Director)	Short-term employee benefits (including Commission)	37.92	(25.02)	36.92	(25.02)
	Post-employment benefits	2.65	-	2.95	-
	Rent paid for premises	2.08	-	2.08	-
	Deposit paid against premises taken on lease	-	1.92	-	1.92
Pradeep Shrivastava (Executive Director)	Short-term employee benefits	7.71	-	7.19	-
	Post-employment benefits	0.61	-	0.67	-
Rakesh Sharma (Executive Director)	Short-term employee benefits	7.66	-	6.82	-
	Post-employment benefits	0.49	-	0.54	-
Madhur Bajaj (Vice Chairman)	Rent paid for premises	0.30	-	0.29	-
	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	-	0.08	-
	Commission	0.13	(0.13)	0.20	(0.20)
Shekhar Bajaj	Sitting fees	0.05	-	0.07	-
	Commission	0.13	(0.13)	0.18	(0.18)
Niraj Bajaj	Sitting Fees	0.05	-	0.07	-
	Commission	0.13	(0.13)	0.18	(0.18)

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

38 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	2020-21		2019-20	
		Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
D Other entities/persons:					
Bajaj Finserv Ltd.	Purchase of windpower	11.40	–	14.56	–
	OA charges reimbursement	8.14	–	8.73	–
	Business support service rendered	0.47	–	0.43	–
Bajaj Finance Ltd.	Investment in shares by BFL (150 shares of ₹ 10 each) - ₹ 1,500	–	(0.00)	–	(0.00)
	Service rendered	21.48	1.29	28.01	0.06
	Service received	1.93	–	0.54	–
	Security deposit received	–	(0.21)	–	(0.21)
	Investment in fixed deposit	–	100.00	500.00	500.00
	Interest income/(reversal) on fixed deposit	8.02	11.17	15.50	15.50
	Dividend paid	–	–	0.00	–
Bajaj Allianz General Insurance Co. Ltd.	Insurance premiums paid	15.41	8.81	17.01	8.44
	Claims received	–	–	–	–
Bajaj Allianz Life Insurance Co. Ltd.	Insurance premiums paid	1.17	(0.00)	1.18	(0.00)
	Investment in shares by BALIC (125,000 shares of ₹ 10 each)	–	(0.13)	–	(0.13)
	Dividend paid	–	–	2.25	–
Bajaj Housing Finance Ltd.	Services rendered	0.05	–	0.05	–
	Security deposit received	–	(0.02)	–	(0.02)
Bajaj Electricals Ltd.	Purchases (including services received)	0.04	(0.14)	0.27	(0.13)
Hind Musafir Agency Ltd.	Services received	1.33	0.29	20.21	0.16
Hindustan Housing Co. Ltd.	Maintenance charges paid	0.23	0.04	0.29	–
KTM AG	Sale of vehicles and material	553.80	53.35	285.23	(25.50)
KTM Sportmotorcycle GmbH	Sale of vehicles and material	723.86	47.29	385.95	20.37
	Royalty paid and payable	22.68	(6.67)	19.40	(5.51)
	Services rendered and other debits	0.29	–	0.24	–
	Purchase of accessories, merchant purchase and other credits	4.77	–	2.89	–
KTM Southeast Europe A.E.	Sale of vehicles and material	0.13	(0.91)	0.45	(0.51)
KTM Southeast Europe S.A.	Sale of vehicles and material	–	0.41	–	–
KTM Sportmotorcycle India Pvt. Ltd.	Royalty paid and payable	5.92	(1.58)	4.84	(1.27)
	Services rendered and other debits	2.57	–	3.51	–
Husqvarna Motorcycles GmbH	Sale of vehicles and material	154.43	15.18	18.24	6.72
	Royalty paid and payable	1.43	(0.33)	–	–
	Services rendered and other debits	0.01	–	–	–
	Purchase of accessories & other credits	–	–	0.06	–
Maharashtra Scooters Ltd.	Investment in shares by MSL (6,774,072 shares of ₹ 10 each)	–	(6.77)	–	(6.77)
	Dividend paid	–	–	121.93	–
	Purchases	1.91	–	2.07	–
	Sales (including capital asset)	0.05	–	0.02	–
	Services rendered	0.09	0.31	0.11	(0.02)
CERG Advisory Pvt. Ltd.	Services received	0.12	–	0.12	–
Bajaj Auto Charitable Trust	CSR payment	–	–	0.25	–
Bajaj Auto Employees Group Gratuity Fund	Gratuity contribution	1.27	–	0.50	–
Bajaj Auto Senior Staff Group Gratuity Fund	Gratuity contribution	1.00	–	0.50	–
Bajaj Auto Employees Superannuation Fund	Superannuation contribution	8.23	–	9.77	–
Bajaj Auto Ltd. Provident Fund	Provident fund contribution (Employer's share)	37.29	(10.33)	38.39	(10.90)
D J Balaji Rao	Sitting fees	0.16	–	0.15	–
	Commission	0.40	(0.40)	0.38	(0.38)

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

38 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	2020-21		2019-20	
		Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
Nanoo Pamnani	Sitting fees	-	-	0.10	-
	Commission	-	-	0.55	(0.55)
Dr. Gita Piramal	Sitting fees	0.13	-	0.16	-
	Commission	0.33	(0.33)	0.40	(0.40)
Naushad D Forbes	Sitting fees	0.11	-	0.13	-
	Commission	0.28	(0.28)	0.33	(0.33)
Omkar Goswami	Sitting fees	0.06	-	0.08	-
	Commission	0.15	(0.15)	0.20	(0.20)
Anami N. Roy	Sitting fees	0.12	-	0.07	-
	Commission	0.30	(0.30)	0.18	(0.18)
Pradip Shah	Sitting fees	0.05	-	0.07	-
	Commission	0.13	(0.13)	0.18	(0.18)
Ms. Lila Poonawala	Sitting fees	0.05	-	0.07	-
	Commission	0.13	(0.13)	0.18	(0.18)
Abhinav Bindra	Sitting fees	0.04	-	-	-
	Commission	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 Ind AS 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 2021 (Contd.)

39 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	
	2021	2020
Receivable		
Within one year	20.97	21.58
After one year but not more than five years	43.81	19.05
More than five years	0.92	0.85
	65.70	41.48

40 Expenditure incurred on Research and Development

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
a Revenue expenditure - charged to Statement of Profit and Loss	403.33	408.04
b Revenue expenditure - capitalised	0.78	13.93
c Capital expenditure - excluding building	20.36	53.09
d Capital expenditure - building	—	—
	424.47	475.06

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

41 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 2021 are given in below tables:

				31 March 2021
Particulars				
Grant date				17 May 2019
No. of options granted				287,636
Exercise price (₹)				2,942.65
Weighted average fair value (₹)				827.52
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	280,799	663.31-974.15	827.52	
Granted during the year	-	-	-	
Cancelled during the year	-	-	-	
Expired during the year	-	-	-	
Exercised during the year	18,508	663.31-974.15	827.52	
Outstanding at the end of the year	262,291	663.31-974.15	827.52	5.63
Vested and exercisable at the end of the year	-	-	-	-

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

For the year ended 31 March 2021, the Company has accounted expense of ₹ 6.90 crore as employee benefit expenses (See note 24) on the aforesaid employee stock option plan (Previous year ₹ 10.01 crore). The balance in employee stock option outstanding account is ₹ 16.91 crore as of 31 March 2021 (Previous year ₹ 10.01 crore).

42 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.

Notes to standalone financial statements for the year ended 31 March 2021 (Contd.)

43 MSME disclosures

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.

44 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.

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

Rahul Bajaj
Chairman

per Arvind Sethi
Partner
Membership Number: 89802
Pune: 29 April 2021

Soumen Ray
Chief Financial Officer

Rajiv Bajaj
Managing Director

Dr. J Sridhar
Company Secretary

Madhur Bajaj
Vice Chairman

A large, abstract blue graphic in the top right corner of the page, resembling a splash or a cloud, with varying shades of blue and white.

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 of the consolidated Balance sheet as at 31 March 2021, 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 and its associate as at 31 March 2021, the consolidated profit including other comprehensive income, the 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 and its associate 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 2021. 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

Accounting for investments in open ended target maturity funds ('Funds')

The Holding Company has investments aggregating ₹ 2,320.75 crore in open ended target maturity funds as at 31 March 2021. These investments are 'subsequently measured at amortised cost' based on fulfilment of Solely Payments of Principal and Interest ('SPPI') test and business model requirement as per Ind AS 109 – 'Financial instruments'.

These types of investments being significant during the year, were an area of significant audit attention and hence has been considered as a key audit matter.

Our audit procedures included the following:

- Read the minutes of the Investment Committee meetings.
- Performed test of controls on a sample basis on the operating effectiveness of internal controls related to accounting of investments.
- Read the terms and conditions of scheme information document/key information memorandum of the funds invested by the Holding Company.
- Tested on a sample basis, the investments underlying the funds to assess whether those investments would satisfy the conditions of amortised cost accounting as per Ind AS 109.
- Read and assessed the related disclosures included in the consolidated financial statements.
- Obtained Management representations relating to accounting for the investments in the funds.

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

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

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 of 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 of 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 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.

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.

Independent Auditors' Report on the Consolidated 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 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 2021 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.

Other matter

We did not audit the financial statements and other financial information, in respect of two subsidiaries, whose financial statements include total assets of ₹ 8.48 Crore as at 31 March 2021, and total revenues of ₹ 1.27 Crore and net cash inflows of ₹ 3.71 Crore for the year ended on that date. These financial statement and other financial information have been audited by other auditors, the financial statements, other financial information and auditors' reports of which have been furnished to us by the Management. The consolidated financial statements also include the Group's share of net profit of ₹ 306.32 Crore for the year ended 31 March 2021, 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 report has 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 are 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.

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

Report on other legal and regulatory requirements

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' paragraph 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 the 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 2021 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164 (2) of the Act. The Holding Company did not have any subsidiaries or an associate company in India and did not exercise joint control over any entity incorporated in India;
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies and associate company, since none of the subsidiary companies and associate company are incorporated in India, no separate report is being issued with reference to these consolidated financial statements of the Holding Company. Also, refer Annexure 2 to the independent auditors' report dated 29 April 2021, issued on the standalone financial statements of the Holding Company regarding Internal controls over financial reporting;
- (g) In our opinion, the managerial remuneration for the year ended 31 March 2021 has been paid/provided by the Holding Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act. The Holding Company did not have any subsidiaries or an associate company 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 32 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 32 to the consolidated financial statements;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2021. The Holding Company did not have any subsidiaries or an associate company 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: 89802
UDIN: 21089802AAAAAY5729
Pune: 29 April 2021

Consolidated Balance Sheet

Particulars	Note No.	(₹ In Crore)	
		As at 31 March	
		2021	2020
ASSETS			
Non-current assets			
Property, plant and equipment	2	1,567.95	1,602.03
Capital work-in-progress	2	15.98	46.54
Investment property	3	52.30	53.90
Intangible assets	4	47.30	43.09
Intangible assets under development	4	–	13.65
Investments in associate of subsidiary	5A	3,288.96	2,950.89
Financial assets			
Investments	5B	13,369.58	14,182.94
Trade receivables	10	–	–
Loans	6	31.78	32.49
Other financial assets	7	–	3.13
Income tax assets (net)		714.81	714.81
Other non-current assets	8	325.39	250.53
		19,414.05	19,894.00
Current assets			
Inventories	9	1,493.89	1,063.50
Financial assets			
Investments	5B	8,028.11	2,779.75
Trade receivables	10	2,716.85	1,725.10
Cash and cash equivalents	11	516.61	285.40
Other bank balances	12	22.23	30.94
Loans	6	5.74	6.11
Other financial assets	7	223.53	87.98
Other current assets	8	1,180.70	637.24
		14,187.66	6,616.02
		33,601.71	26,510.02

Consolidated Balance Sheet (Contd.)

(₹ In Crore)			
As at 31 March			
Particulars	Note No.	2021	2020
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	289.37	289.37
Other equity	14	26,984.06	21,372.71
Equity attributable to owners of the Company		27,273.43	21,662.08
Non-controlling interest		0.01	0.01
Total equity		27,273.44	21,662.09
Non-current liabilities			
Financial liabilities			
Sales tax deferral	15	121.46	125.59
Provisions	16	1.98	80.50
Deferred tax liabilities (net)	17	522.14	346.38
Government grant		38.65	41.30
Other non-current liabilities	18	0.50	0.83
		684.73	594.60
Current liabilities			
Financial liabilities			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises		121.20	13.73
Total outstanding dues of creditors other than micro enterprises and small enterprises		4,452.91	3,186.09
Other financial liabilities	19	407.44	548.27
Other current liabilities	20	482.82	328.88
Provisions	16	152.37	157.97
Government grant		2.65	2.65
Current tax liabilities (net)		24.15	15.74
		5,643.54	4,253.33
		33,601.71	26,510.02

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

Rahul Bajaj
Chairman

per Arvind Sethi
Partner
Membership Number: 89802
Pune: 29 April 2021

Soumen Ray
Chief Financial Officer

Rajiv Bajaj
Managing Director

Dr. J Sridhar
Company Secretary

Madhur Bajaj
Vice Chairman

Consolidated Statement of Profit and Loss

(₹ In Crore)			
For the year ended 31 March			
Particulars	Note No.	2021	2020
Revenue from contracts with customers		27,132.90	29,111.54
Other operating revenue		608.18	807.11
Revenue from operations	21	27,741.08	29,918.65
Other income	22	1,276.46	1,524.57
Total income		29,017.54	31,443.22
Expenses			
Cost of raw materials and components consumed		18,308.09	19,484.62
Purchase of traded goods		1,521.04	1,586.67
Changes in inventories of finished goods, work-in-progress and traded goods	23	(219.48)	(63.01)
Employee benefits expense	24	1,288.10	1,390.81
Finance costs	25	6.66	3.16
Depreciation and amortisation expense	26	259.37	246.43
Other expenses	27	1,930.92	2,453.89
Expenses, included in above items, capitalised		(12.27)	(29.97)
Total expenses		23,082.43	25,072.60
Share of profits of associate		306.32	321.51
Profit before exceptional items and tax		6,241.43	6,692.13
Exceptional items	28	—	—
Profit before tax		6,241.43	6,692.13
Tax expense			
Current tax		1,348.10	1,547.26
Deferred tax		36.31	(67.04)
Total tax expense	29	1,384.41	1,480.22
Profit after tax		4,857.02	5,211.91
Profit attributable to non-controlling interest		—	—
Profit for the year		4,857.02	5,211.91

Consolidated Statement of Profit and Loss (Contd.)

(₹ In Crore)			
For the year ended 31 March			
Particulars	Note No.	2021	2020
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Actuarial gains/(losses) of defined benefit plans		16.33	(37.95)
Tax impact on above		(4.11)	4.76
Actuarial gains/(losses) of defined benefit plans - share of associate of subsidiary		2.80	(8.18)
Changes in fair value of FVTOCI equity instruments		567.27	(550.03)
Tax impact on above		(65.71)	62.39
Items that will be reclassified to profit or loss			
Valuation gains/(losses) on derivative hedging instruments		276.65	(221.11)
Tax impact on above		(69.63)	62.09
Other adjustments - share of associate of subsidiary		(63.60)	(3.14)
Change in foreign currency translation reserve of subsidiary		92.95	182.07
Other comprehensive income (net of tax)		752.95	(509.10)
Total comprehensive income for the year		5,609.97	4,702.81
Profit attributable to:			
Owners of the Company		4,857.02	5,211.91
Non-controlling interest		—	—
		4,857.02	5,211.91
Total comprehensive income attributable to:			
Owners of the Company		5,609.97	4,702.81
Non-controlling interest		—	—
		5,609.97	4,702.81
Basic and diluted Earnings per share (in ₹)	30	167.9	180.2
(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: 89802
Pune: 29 April 2021

Soumen Ray
Chief Financial Officer

Dr. J Sridhar
Company Secretary

Rahul Bajaj
Chairman

Rajiv Bajaj
Managing Director

Madhur Bajaj
Vice Chairman

Consolidated Statement of Changes in Equity

A. Equity share capital

Particulars	Note No.	(₹ In Crore)	
		For the year ended 31 March	
		2021	2020
At the beginning of the year		289.37	289.37
Changes in equity share capital		—	—
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	Share based payments reserve	Treasury shares			
Balance as at 31 March 2019	14	4,921.60	17,605.94	60.31	(17.47)	0.26	299.29	74.51	-	-	22,944.44	0.01	
Profit for the year		-	5,211.91	-	-	-	-	-	-	-	5,211.91	-	
Recognition of share based payments to employees		-	-	-	-	-	-	-	10.01	-	10.01	-	
Other comprehensive income (net of tax)		-	(44.51)	(54.68)	(104.34)	(0.02)	182.09	(487.64)	-	-	(509.10)	-	
Total comprehensive income for the year ended 31 March 2020		-	5,167.40	(54.68)	(104.34)	(0.02)	182.09	(487.64)	10.01	-	4,712.82	-	
Transactions with owners in their capacity as owners													
Transfer from Retained earnings to General reserve		510.00	(510.00)	-	-	-	-	-	-	-	-	-	
Treasury shares held by ESOP Trust		-	-	-	-	-	-	-	-	(26.62)	(26.62)	-	
Final dividend for the year ended 31 March 2019		-	(1,736.20)	-	-	-	-	-	-	-	(1,736.20)	-	
Tax on final dividend as above		-	(335.57)	-	-	-	-	-	-	-	(335.57)	-	
Interim dividend for the year ended 31 March 2020		-	(3,472.40)	-	-	-	-	-	-	-	(3,472.40)	-	
Tax on interim dividend as above		-	(713.76)	-	-	-	-	-	-	-	(713.76)	-	
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	
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

Rahul Bajaj
Chairman

per Arvind Sethi
Partner
Membership Number: 89802
Pune: 29 April 2021

Soumen Ray
Chief Financial Officer

Rajiv Bajaj
Managing Director

Dr. J Sridhar
Company Secretary

Madhur Bajaj
Vice Chairman

Consolidated Statement of Cash Flows

(₹ In Crore)

For the year ended 31 March

Particulars	2021	2020
I. Operating activities		
Profit before tax	6,241.43	6,692.13
Adjustments to reconcile profit before tax to net cash flows:		
Add:		
i) Depreciation and amortisation	259.37	246.43
ii) Loss on property, plant and equipment sold, demolished, discarded and scrapped	13.10	13.70
iii) Provision for doubtful debts and advances	16.15	22.01
iv) Share based payment to employees	6.90	10.01
v) Exchange loss/(gain) on cash and cash equivalents	1.19	(2.16)
vi) Exchange loss/(gain) on trade receivables	(6.01)	(15.41)
vii) Exchange loss/(gain) on import payables	0.10	(1.98)
viii) Interest adjustment on Government grant	1.18	1.06
ix) Interest expense	5.48	2.10
	297.46	275.76
Less:		
i) Investment income included in above:		
Interest income on fixed income securities	65.77	17.04
Interest income on fixed deposits	17.87	28.90
Interest income on exchange traded funds	76.85	–
Interest income on fixed maturity plans	842.51	903.55
Profit on sale of other investments, net	15.74	19.53
Gain on valuation and realisation of mutual funds measured at fair value through profit or loss	254.25	462.70
Dividend income on other strategic investments	–	25.38
Amortisation of premium/discount on acquisition of fixed income securities	(5.57)	18.24
	1,267.42	1,475.34
ii) Share of profits of associate	306.32	321.51
iii) Provision for doubtful debts and advances written back (net)	–	0.54
iv) Government grants	2.65	2.65
v) Surplus on sale of property, plant and equipment	1.94	5.28
	(1,578.33)	(1,805.32)
	4,960.56	5,162.57
Change in assets and liabilities		
i) (Increase)/decrease in inventories	(430.39)	(101.99)
ii) (Increase)/decrease in trade receivables	(1,001.89)	828.53
iii) (Increase)/decrease in loans and other assets	(551.88)	398.53
iv) Increase/(decrease) in liabilities and provisions	1,483.52	(759.28)
	(500.64)	365.79
Annuity payments (net) to VRS/Welfare scheme optees	(0.35)	(0.26)
Net cash flow from operating activities before income tax	4,459.57	5,528.10
Income tax paid	(1,339.69)	(1,677.66)
Net cash flow from/(used in) operating activities	3,119.88	3,850.44
Carried forward	3,119.88	3,850.44

Consolidated Statement of Cash Flows (Contd.)

(₹ In Crore)

Particulars	For the year ended 31 March	
	2021	2020
Brought forward	3,119.88	3,850.44
II. Investing activities		
i) Sale of investments	3,555.72	5,178.94
ii) Purchase of investments	(5,888.39)	(3,517.96)
iii) Sale/(purchase) of liquid mutual funds, etc., net	(351.28)	166.96
iv) Investment in treasury shares by ESOP trust	(5.52)	(26.62)
v) (Increase)/decrease in other bank balances	8.71	(13.51)
vi) Purchase of property, plant and equipment (including advances)	(244.06)	(282.81)
vii) Sale proceeds of property, plant and equipment	5.71	16.74
viii) Capital expenditure on development of technical know-how	(15.53)	(13.93)
	(2,934.64)	1,507.81
ix) Investment income		
Interest income on fixed income securities	65.77	17.04
Interest income on fixed deposits	17.87	28.90
Dividend income on other strategic investments	–	25.38
	83.64	71.32
(Increase)/decrease in interest receivable	(17.36)	(23.04)
	66.28	48.28
Net cash flow from/(used in) investing activities	(2,868.36)	1,556.09
Carried forward	251.52	5,406.53

Consolidated Statement of Cash Flows (Contd.)

(₹ In Crore)

For the year ended 31 March

Particulars	2021	2020
Brought forward	251.52	5,406.53
III. Financing activities		
i) Interest expense	(5.48)	(2.10)
ii) Deferral of sales tax deferral liability due to assessment	(5.31)	–
iii) Dividend, including interim dividend paid	(8.73)	(5,195.10)
iv) Corporate dividend tax paid	–	(1,049.31)
Net cash flow from/(used in) financing activities	(19.52)	(6,246.51)
IV. Change in foreign currency translation arising on consolidation	0.40	207.58
Net change in cash and cash equivalents	232.40	(632.40)
Cash and cash equivalents at the beginning of the year	285.40	915.64
Add/(Less): Effects of exchange loss/(gain) on cash and cash equivalents	(1.19)	2.16
Cash and cash equivalents at the end of the year [See note 11]	516.61	285.40

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

Rahul Bajaj
Chairman

per Arvind Sethi
Partner
Membership Number: 89802
Pune: 29 April 2021

Soumen Ray
Chief Financial Officer

Rajiv Bajaj
Managing Director

Dr. J Sridhar
Company Secretary

Madhur Bajaj
Vice Chairman

Notes to consolidated financial statements for the year ended 31 March 2021

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 2021. The consolidated financial statements were approved for issue in accordance with a resolution of the Board of Directors of the Company on 29 April 2021.

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

The consolidated financial statements of Bajaj Auto International Holdings BV include 47.99% interest in KTM 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.

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

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

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. 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.

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 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.

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

1 Summary of significant accounting policies followed by the Company (Contd.)

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 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 rates prevailing at the dates 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 rate 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 adjustment to the carrying amount 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.
- 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 2021 for details in regard to other significant accounting policies.

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

2 Property, plant and equipment

Current 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

Previous year

(₹ In Crore)

Particulars	Gross block				Depreciation				Net block
	As at 1 April 2019	Additions	Deductions/ adjustments	As at 31 March 2020	As at 1 April 2019	Deductions	For the year	As at 31 March 2020	As at 31 March 2020
Land freehold	19.97	–	–	19.97	–	–	–	–	19.97
Land leasehold (Right-of-use assets)	52.39	–	4.46	47.93	–	–	–	–	47.93
Buildings	932.10	8.39	–	940.49	312.94	–	25.43	338.37	602.12
Waterpumps, reservoirs and mains	17.36	0.03	–	17.39	12.76	–	0.78	13.54	3.85
Plant and machinery	1,364.15	27.22	29.77	1,361.60	978.74	23.42	61.48	1,016.80	344.80
Computers and IT Equipment	77.50	4.11	0.03	81.58	68.27	0.03	5.66	73.90	7.68
Dies and jigs	778.38	73.30	278.24	573.44	554.77	273.54	60.95	342.18	231.26
Electric installations	74.29	–	–	74.29	68.53	–	1.51	70.04	4.25
Factory equipment	401.00	22.89	9.28	414.61	199.64	7.50	25.93	218.07	196.54
Furniture	40.83	1.55	0.22	42.16	22.80	0.17	3.33	25.96	16.20
Office equipment	45.26	2.46	2.07	45.65	35.43	2.05	3.08	36.46	9.19
Electric fittings	31.81	1.50	0.15	33.16	23.43	0.14	1.73	25.02	8.14
Vehicles and aircraft	361.31	28.46	20.76	369.01	230.35	12.32	40.88	258.91	110.10
Total	4,196.35	169.91	344.98	4,021.28	2,507.66	319.17	230.76	2,419.25	1,602.03
Capital work-in-progress	11.54	42.78	7.78	46.54	–	–	–	–	46.54

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

3 Investment property

(₹ In Crore)

Particulars	As at 31 March	
	2021	2020
Gross carrying amount		
Opening balance	69.66	69.66
Additions	–	–
Closing balance	69.66	69.66
Accumulated depreciation		
Opening balance	15.76	14.16
Depreciation charge	1.60	1.60
Closing balance	17.36	15.76
Net carrying amount	52.30	53.90

See note 3 of standalone financial statements for the following disclosures in regard to investment property:

- i) Amounts recognised in profit and loss for investment properties
- ii) Contractual obligations
- iii) Leasing arrangements
- iv) Fair value

4 Intangible assets

Current year

(₹ In Crore)

Particulars	Gross block				Amortisation				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
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	–	–	–	–	–	–

Previous year

(₹ In Crore)

Particulars	Gross block				Amortisation				Net block
	As at 1 April 2019	Additions	Deductions/ adjustments	As at 31 March 2020	As at 1 April 2019	Deductions	For the year	As at 31 March 2020	As at 31 March 2020
Intangible assets									
Technical know-how developed/acquired	29.62	36.76	–	66.38	9.87	–	13.42	23.29	43.09
Total intangible assets	29.62	36.76	–	66.38	9.87	–	13.42	23.29	43.09
Intangible assets under development	36.48	13.93	36.76	13.65	–	–	–	–	13.65

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

5 Investments

(₹ In Crore)

Particulars	Non-current investments		Current investments	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
(A) Investments in associate of subsidiary				
5,204,864 shares of Euro 100 each in KTM AG	2,611.55	2,297.02	–	–
Goodwill on above investment	677.41	653.87	–	–
	3,288.96	2,950.89	–	–
(B) Other investments				
Investments carried at FVTOCI				
In Shares	1,274.23	700.99	–	–
Investments carried at amortised cost				
In Government bonds and securities	659.54	–	–	–
In Bonds and debentures	1,803.30	231.13	–	–
In Fixed deposits	–	100.00	107.84	700.00
In Exchange traded funds	2,320.75	–	–	–
In Fixed maturity plans	3,614.56	10,157.25	7,360.80	1,905.68
Investments carried at fair value through profit or loss				
In Mutual fund units	3,697.20	2,993.57	559.47	174.07
	13,369.58	14,182.94	8,028.11	2,779.75
	16,658.54	17,133.83	8,028.11	2,779.75

Notes to Investments:

1. See note 5B of standalone financial statements for details of 'Other investments'.
2. 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	
	2021	2020	2021	2020
Security deposits	26.56	26.28	–	–
Employee loans	5.22	6.21	5.74	6.11
	31.78	32.49	5.74	6.11

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 33]

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

7 Other financial assets

(₹ In Crore)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Non-current bank balances [See note 12]	–	0.02	–	–
Interest receivable on investments	–	3.11	50.04	29.57
Interest receivable on loans, deposits etc.	–	–	0.72	0.68
Valuation gains on derivative hedging instruments [See note 32]	–	–	121.39	–
Other advances	–	–	51.38	57.73
	–	3.13	223.53	87.98

8 Other assets

(Unsecured, good, unless stated otherwise)

(₹ In Crore)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Capital advances	238.83	179.80	–	–
Security deposits	6.65	6.62	–	–
Advances recoverable in cash or kind				
Advances to related parties [See note 33]	–	–	8.81	8.44
Other advances	23.79	24.33	216.08	104.55
Doubtful advances	8.13	8.14	–	–
	31.92	32.47	224.89	112.99
Provision for doubtful advances	8.13	8.14	–	–
	23.79	24.33	224.89	112.99
Gratuity asset [See note 37 of standalone financial statements]	16.34	–	–	–
VAT refund receivable	39.78	39.78	130.31	135.61
GST credit/refund receivable	–	–	764.33	241.02
Export incentives receivable				
Unsecured considered good	–	–	61.17	147.62
Doubtful	0.21	0.21	–	–
	0.21	0.21	61.17	147.62
Provision for doubtful export incentives	0.21	0.21	–	–
	–	–	61.17	147.62
	325.39	250.53	1,180.70	637.24

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

9 Inventories

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Raw materials and components [includes in transit ₹ 84.31 crore (previous year ₹ 90.74 crore)]	664.26	461.44
Work-in-progress	85.50	57.60
Finished goods	714.36	522.78
Stores, spares and packing material	27.07	20.43
Loose tools	2.70	1.25
	1,493.89	1,063.50

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 ₹ 47.75 crore [Previous year – ₹ 40.27 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	
	2021	2020	2021	2020
Unsecured, considered good	–	–	2,716.85	1,725.10
Credit impaired	44.10	28.21	–	–
	44.10	28.21	2,716.85	1,725.10
Impairment allowance for credit impaired [See note 32]	44.10	28.21	–	–
	–	–	2,716.85	1,725.10

11 Cash and cash equivalents

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Balances with banks	516.58	285.31
Cash on hand	0.03	0.09
	516.61	285.40

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

12 Other bank balances

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Unclaimed dividend accounts	–	–	22.21	30.94
Deposits with residual maturity for more than twelve months	–	0.02	–	–
Deposits with residual maturity for less than twelve months	–	–	0.02	–
	–	0.02	22.23	30.94
Amount disclosed under 'other financial assets' [See note 7]	–	(0.02)	–	–
	–	–	22.23	30.94

13 Equity share capital

Particulars	As at 31 March	
	2021	2020
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 2021		As at 31 March 2020	
	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 2021		As at 31 March 2020	
	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	22,997,485	7.95%	15,730,820	5.44%

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

14 Other equity

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Reserves and surplus:		
General reserve		
Balance as at the beginning of the year	5,431.60	4,921.60
Add: Transferred from surplus in the Statement of Profit and Loss	456.00	510.00
Balance as at the end of the year	5,887.60	5,431.60
Retained earnings		
Balance as at the beginning of the year	16,005.41	17,605.94
Profit for the year	4,857.02	5,211.91
Items of other comprehensive income recognised directly in retained earnings		
Actuarial gains/(losses) of gratuity (net of tax)	12.22	(33.19)
Adjustments on account of change in share of net assets of associate/subsidiary	(60.80)	(11.32)
Less: Appropriations		
Transfer to General reserve	456.00	510.00
Final dividend for the year ended 31 March 2019	–	1,736.20
Tax on final dividend as above	–	335.57
Interim dividend for the year ended 31 March 2020	–	3,472.40
Tax on interim dividend as above	–	713.76
Total appropriations	456.00	6,767.93
Balance as at the end of the year	20,357.85	16,005.41
Other reserves:		
Cash flow hedging reserve [See note 32 of standalone financial statements]	148.90	5.63
Costs of hedging reserve [See note 32 of standalone financial statements]	(58.06)	(121.81)
Foreign exchange difference of subsidiary on paid-up capital	0.27	0.24
Foreign currency translation reserve	574.30	481.38
FVTOCI reserve		
Balance as at the beginning of the year	(413.13)	74.51
Net (losses)/gains on FVTOCI equity securities	501.56	(487.64)
Balance as at the end of the year	88.43	(413.13)
Share based payment reserve		
Balance as at the beginning of the year	10.01	–
Add: Recognised during the year	6.90	10.01
Balance as at the end of the year	16.91	10.01
Treasury shares		
Balance as at the beginning of the year	(26.62)	–
Add: Changes during the year	(5.52)	(26.62)
Balance as at the end of the year	(32.14)	(26.62)
	26,984.06	21,372.71

Notes to consolidated financial statements for the year ended 31 March 2021 (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 (including dividend distribution tax) 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 issue and allot to employees at the time of exercise of option by employees.

15 Sales tax deferral

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Unsecured		
Sales tax deferral liability/loan, an incentive under Package Scheme of Incentives 1983 and 1993 - interest free, partially prepaid	121.46	125.59
	121.46	125.59

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 32]

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

16 Provisions

(₹ In Crore)				
Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2021	2020	2021	2020
Provision for employee benefits [See note 37 of standalone financial statements]				
Provision for gratuity	–	77.94	–	–
Provision for compensated absences	–	–	129.66	134.81
Provision for welfare scheme	1.98	2.56	0.67	0.52
	1.98	80.50	130.33	135.33
Other provisions				
Provision for warranties [See footnote to note 16 of standalone financial statements]	–	–	22.04	22.64
	1.98	80.50	152.37	157.97

17 Deferred tax liabilities (net)

(₹ In Crore)		
Particulars	As at 31 March	
	2021	2020
Deferred tax liabilities	620.73	522.46
Deferred tax assets	98.59	176.08
	522.14	346.38

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

(₹ In Crore)		
Particulars	As at 31 March	
	2021	2020
Annuity payable to VRS/Welfare scheme optees	0.50	0.83
	0.50	0.83

19 Other financial liabilities

(₹ In Crore)		
Particulars	As at 31 March	
	2021	2020
Security deposits	21.50	24.52
Unclaimed dividend	22.21	30.94
Valuation losses on derivative hedging instruments [See note 32]	–	155.26
Directors' remuneration and commission payable	32.00	34.82
Employee benefits payable	178.55	172.09
Other payables	153.18	130.64
	407.44	548.27

Refer note 31 of standalone financial statements for financial liabilities measured at amortised cost.

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

20 Other current liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2021	2020
Annuity payable to VRS/Welfare scheme optees	0.39	0.41
Advance received from customers	408.03	254.13
Taxes and duties payable	47.05	46.29
Other payables	27.35	28.05
	482.82	328.88

21 Revenue from operations

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Revenue from operations		
Revenue from contracts with customers		
Sale of products	27,132.90	29,111.54
Other operating revenue		
Scrap sales	18.67	18.14
Export incentives	245.59	458.59
Royalty	153.20	161.59
Technical know how fees	–	2.02
Rent [See note 39 of standalone financial statements]	29.45	31.88
Insurance claims	0.25	0.48
Miscellaneous receipts	55.08	72.75
Government grants	2.65	2.65
Interest income on financial services to dealers	103.29	59.01
	608.18	807.11
	27,741.08	29,918.65
Revenue from contracts with customers (Goods transferred at a point in time)		
India	14,445.62	16,895.61
Outside India	12,687.28	12,215.93
Total revenue from contracts with customers	27,132.90	29,111.54
Reconciling the amount of revenue recognised in the Statement of Profit and Loss with the contracted price		
Revenue as per contracted price	27,374.31	29,410.26
Adjustments:		
Cash discounts & target incentives	(183.94)	(184.59)
Sales promotion expenses	(57.47)	(114.13)
Revenue from contracts with customers	27,132.90	29,111.54

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

22 Other income

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Investment income		
Interest income on fixed income securities	65.77	17.04
Amortisation of (premium)/discount on acquisition of fixed income securities	(5.57)	18.24
Interest income on fixed deposits	17.87	28.90
Interest income on exchange traded funds	76.85	–
Interest income on fixed maturity plans	842.51	903.55
Interest income from financial assets at amortised cost	997.43	967.73
Dividend income on other strategic investments	–	25.38
Gain on valuation and realisation of mutual funds measured at FVTPL	254.25	462.70
Profit on sale of other investments, net	15.74	19.53
	1,267.42	1,475.34
Others		
Surplus on sale of property, plant and equipment	1.94	5.28
Tax refunds/credits	7.10	0.05
Gains on exchange fluctuations	–	43.90
	9.04	49.23
	1,276.46	1,524.57

23 Changes in inventories

Particulars	(₹ In Crore)		
	For the year ended 31 March		
	2021	2020	(Increase)/ decrease
Inventories at the end of the year			
Work-in-progress	85.50	57.60	(27.90)
Finished goods	714.36	522.78	(191.58)
	799.86	580.38	(219.48)
Inventories at the beginning of the year			
Work-in-progress	57.60	46.96	(10.64)
Finished goods	522.78	470.41	(52.37)
	580.38	517.37	(63.01)
	(219.48)	(63.01)	

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

24 Employee benefits expense

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Salaries, wages and bonus to employees	1,137.33	1,200.76
Contribution to provident and other funds	61.32	92.23
Share based payment to employees	6.90	10.01
Staff welfare expenses	82.55	87.81
	1,288.10	1,390.81

See note 37 and 38 of standalone financial statements.

25 Finance costs

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Interest expense	5.48	2.10
Interest adjustment on Government grant	1.18	1.06
	6.66	3.16

26 Depreciation and amortisation expense

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Depreciation on property, plant and equipment	232.15	230.76
Depreciation on investment property	1.60	1.60
Amortisation of technical know-how	24.97	13.42
Amortisation of leasehold land	0.65	0.65
	259.37	246.43

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

27 Other expenses

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
Stores and tools consumed	116.05	130.17
Power, fuel and water	91.34	116.57
Rent	17.76	16.05
Repairs to buildings	30.12	56.78
Repairs to machinery	72.74	125.03
Other repairs	13.96	11.47
Insurance	6.57	3.25
Rates and taxes	24.46	7.49
Payment to auditor	1.85	1.91
Directors' fees and travelling expenses	0.99	1.14
Commission to non-executive directors	6.98	3.05
Travelling expenses	5.75	77.29
Miscellaneous expenses	395.79	423.45
Loss on exchange fluctuations	22.73	–
Packing material consumed	364.24	375.38
Freight and forwarding expenses	204.53	178.08
Advertisement	247.91	488.27
Vehicle service charges and other expenses	103.66	133.44
Sales promotion expenses	42.37	115.20
Contribution to electoral bonds	3.00	34.50
Expenditure towards Corporate Social Responsibility (CSR) activities	128.25	119.44
Bad debts and other irrecoverable debit balances written off	0.62	0.22
Loss on property, plant and equipment sold, demolished, discarded and scrapped	13.10	13.70
Provision for doubtful debts and advances (includes expected credit loss on trade receivables)	16.15	22.01
	1,930.92	2,453.89

28 Exceptional items

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
No exceptional items for both the periods	–	–
	–	–

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

29 Tax expense

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2021	2020
(a) Tax expense		
Current tax		
Current tax on profits for the year	1,348.10	1,547.26
Deferred tax		
Decrease/(increase) in deferred tax assets	(3.17)	9.41
(Decrease)/increase in deferred tax liabilities	39.48	(76.45)
Total deferred tax expense/(benefit)	36.31	(67.04)
Tax expense	1,384.41	1,480.22
(b) Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate		
Profit before tax	6,241.43	6,692.13
Tax at the Indian tax rate of 25.168% (Previous year - 25.168%)	1,570.84	1,684.28
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
– Corporate social responsibility expenditure	33.04	15.47
– Disallowance of estimated expenditure to earn tax exempt income	–	6.13
– Rate difference in amortisation of fixed income securities	(0.47)	1.40
– Rate difference on account of fair value of mutual funds	–	15.09
– Others	1.73	1.81
Tax effect of amounts which are deductible (non taxable) in calculating taxable income:		
– Profits of subsidiaries not taxable in India	(76.11)	(28.18)
– Reversal in deferred tax due to tax rate reduction	–	(81.97)
– Tax-free interest	(0.16)	(2.72)
– Difference in tax rate on account of dividend received from subsidiary	–	(16.74)
– Dividend received on strategic investment	–	(6.39)
– Profit on investments not taxable	(64.93)	(60.01)
– Income from fair valuation of mutual funds	(78.54)	(46.85)
– Disallowance of expenditure incurred on rented property (net)	(0.99)	(1.10)
Tax expense	1,384.41	1,480.22

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

30 Earnings Per Share (EPS)

Particulars	For the year ended 31 March	
	2021	2020
a Profit for the year (₹ In Crore)	4,857.02	5,211.91
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)	122,242	99,750
Net weighted average number of shares outstanding during the year (Nos)	289,244,778	289,267,270
b Earnings per share (Basic and Diluted) ₹	167.9	180.2
Face value per share ₹	10.0	10.0

31 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.

32 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 31
Financial risk management	Note 32
Capital management	Note 33 (a)
Dividends distributed and proposed	Note 33 (b)
Contingent liabilities	Note 34
Capital commitments	Note 35
Employee benefits	Note 37
Lease	Note 39
Research and Development	Note 40
Share based payments (Employee stock option plans)	Note 41
Estimation of uncertainties relating to COVID-19	Note 42
Dues to micro, small and medium enterprises	Note 43

There are no changes arising out of inclusion of the subsidiaries/associate amounts in the above disclosures.

33 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 2021 (Contd.)

34 Investment in an associate

The Group has a 47.99% interest in KTM AG, Austria which is engaged in the development, production and distribution of motorised vehicles under the 'KTM' and 'Husqvarna' brands; and holds equity interests in other entities engaging in development, production and distribution of such equipment. Major sale markets include the USA, Germany, France, Australia, the UK, Italy, Spain, Canada, Austria, Argentina and other European countries.

KTM AG is a private entity that is not listed on any public exchange. The Group's interest is in KTM AG.

The following table illustrates the summarised financial information of the Group's investment in KTM AG (in Euro, which is its functional currency):

	(Euro in Million)	
Particulars	31 December 2020	31 December 2019
Current assets	666.37	661.61
Non-current assets	911.20	830.60
Current liabilities	391.75	340.30
Non-current liabilities	550.85	546.00
Equity	634.97	605.91
Revenue	1,413.98	1,512.88
Cost of sales	(1,012.77)	(1,072.41)
Gross profit	401.21	440.47
Selling and racing expenses	(192.30)	(215.32)
Research and development expenses	(15.49)	(19.93)
Infrastructure and administration expenses	(86.60)	(82.81)
Other operating expenses	(0.29)	(1.42)
Other operating income	0.13	1.02
Share of profit of associates	(1.36)	(0.72)
Result from operating activities	105.30	121.29
Interest income	1.52	2.89
Interest expenses	(12.98)	(14.96)
Other financial result	(3.15)	(0.41)
Profit before tax	90.69	108.81
Tax expense	(19.48)	(24.16)
Profit for the year (continuing operations)	71.21	84.65
Total comprehensive income for the year (continuing operations)	67.92	82.82

The associate had no contingent liabilities or capital commitments.

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

35 Segment information

Segment information is based on the consolidated financial statements.

Segment wise revenue, results and capital employed for the year ended 31 March 2021

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*	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 2021 (Contd.)

35 Segment information (Contd.)**Segment wise revenue, results and capital employed for the year ended 31 March 2020**

(₹ In Crore)

(a) Business segment

Particulars	Automotive	Investments	Consolidated
Revenue			
External sales and other income*	29,967.88	1,475.34	31,443.22
Inter segment sales and other income	–	–	–
Total revenue	29,967.88	1,475.34	31,443.22
* includes Revenue from contracts with customers: ₹ 29,111.54 crore			
Segment result	5,223.23	1,472.06	6,695.29
Finance costs	3.16	–	3.16
Tax expense	–	–	1,480.22
Non-controlling interest	–	–	–
Profit for the year	5,220.07	1,472.06	5,211.91
Segment assets	5,795.03	17,049.29	22,844.32
Investments in associate of subsidiary	2,950.89	–	2,950.89
Unallocated corporate assets	–	–	714.81
Total assets	8,745.92	17,049.29	26,510.02
Segment liabilities	4,316.27	–	4,316.27
Unallocated corporate liabilities	–	–	15.74
Total liabilities	4,316.27	–	4,332.01
Capital employed	4,429.65	17,049.29	22,178.01
Reconciliation of segment liabilities			
Total segment liabilities as above			4,332.01
Add: Considered as part of capital employed			
Sales tax deferral			125.59
Deferred tax liabilities			346.38
Government grant (current and non-current)			43.95
Total liabilities as per Balance Sheet			4,847.93
Capital expenditure	169.91	–	169.91
Depreciation and write downs	246.43	–	246.43
Non cash expenses other than depreciation	22.01	–	22.01

(b) Geographic segment

Particulars	India	Rest of the world	Consolidated
Segment revenue: External sales and other income	19,227.29	12,215.93	31,443.22
Segment assets	23,025.44	3,484.58	26,510.02
Capital expenditure	169.91	–	169.91

Notes to consolidated financial statements for the year ended 31 March 2021 (Contd.)

36 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.	92.41%	25,202.26	93.77%	4,554.59	95.73%	720.80	94.04%	5,275.39
2. Subsidiaries (Foreign):								
PT Bajaj Auto Indonesia	–	0.98	–	(0.04)	(0.06%)	(0.46)	(0.01%)	(0.50)
Bajaj Auto International Holdings BV	12.09%	3,296.25	6.30%	305.75	(3.58%)	(26.97)	4.97%	278.78
Bajaj Auto (Thailand) Ltd.	0.03%	7.21	(0.07%)	(3.28)	0.01%	0.10	(0.06%)	(3.18)
Add/(Less): Non-controlling interest in all subsidiaries	–	(0.01)	–	–	–	–	–	–
Add/(Less): Inter-company eliminations	(4.53%)	(1,233.26)	–	–	7.90%	59.48	1.06%	59.48
Total	100.00%	27,273.43	100.00%	4,857.02	100.00%	752.95	100.00%	5,609.97

37 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.

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

Rahul Bajaj
Chairman

per Arvind Sethi
Partner
Membership Number: 89802
Pune: 29 April 2021

Soumen Ray
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 2021

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:

(₹ In Crore)

Particulars	PT. Bajaj Auto Indonesia	Bajaj Auto International Holdings BV. (Consolidated)	Bajaj Auto (Thailand) Ltd.
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
b Reporting period for the subsidiary	1 April 2020 to 31 March 2021	1 April 2020 to 31 March 2021	1 January 2020 to 31 December 2020
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)
d Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	1 USD = IDR 14572 1 USD = ₹ 73.11	1 Euro = ₹ 85.75	1 USD = THB 31.5052 1 USD = ₹ 73.11
e Share capital	5.84	1,697.85	10.44
f Reserves and surplus	(4.86)	1,598.40	(3.23)
g Total assets	1.02	3,296.29	7.46
h Total liabilities	1.02	3,296.29	7.46
i Investments	–	2,611.55	–
j Turnover	1.26	–	0.01
k Profit before tax	(0.04)	305.75	(3.28)
l Provision for tax	–	–	–
m Profit after tax	(0.04)	305.75	(3.28)
n Proposed dividend	–	–	–
o % of shareholding	99.25%	100.00%	100.00%

On behalf of the Board of Directors

Rahul Bajaj
Chairman

Soumen Ray
Chief Financial Officer

Rajiv Bajaj
Managing Director

Dr. J Sridhar
Company Secretary

Madhur Bajaj
Vice Chairman

Pune: 29 April 2021

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BAJAJ

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

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 2020 – 31 March 2021
7	Sector(s) that the Company is engaged in	Automobile
8	Three key products/services manufactured/ provided by the Company	Motorcycles and three and four-wheeler vehicles
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 crore
2	Total turnover (INR)	29,018 crore
3	Total profit after tax (INR)	4,555 crore
4	Total spending on CSR as percentage of PAT (%)	Refer Annual Report on CSR activities
5	List of the activities in which expenditure in 4 above has been incurred	Refer Annual Report on CSR activities

Section C	Other details	
1	Does the Company have any Subsidiary Company/ Companies?	Yes (for details, refer Note 1 of Consolidated Financial Statements)
2	Do the Subsidiary Company/Companies participate in the BR 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)	Not Applicable
	Name	Mr. Soumen Ray
	Designation	CFO
	Telephone number	(020) 66106300
	E-mail id	soumenray@bajajauto.co.in
2	Principle-wise BR policy/policies	Included in this report
3	Governance related to BR	Included in this report
Section E	Principle-wise performance	
1	Principle-wise performance	Included in this report

PREFACE

As mandated by the Securities and Exchange Board of India (SEBI), India's top 1000 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 FY 2020-21. 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 ninth BRR in line with the NVGs and BRR requirement of SEBI. This report provides information on key business responsibility initiatives undertaken by the Company. 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's business philosophy is driven by the three pillars of trust, integrity and credibility, and is built on the key foundational values of ethics, transparency and accountability. In order to ensure that these principles are upheld, BAL adopted a company-wide 'Code of Conduct' (CoC) in 2009. This CoC describes the importance of integrity, good working norms, and the process to address violations. It covers an exhaustive list of topics, including anti-bribery, anti-corruption, the prevention of sexual harassment at the workplace, along with other similar laws of the various jurisdictions where the Company operates. BAL is committed towards ensuring corruption free operations and the CoC contains clear guidelines to ensure the same. It is mandatory for all employees globally to adhere to the CoC and are familiarized with it during their induction process. There is a periodic review of the CoC in order to align it with laws, organization structure and any other changes that may have an impact on its contents.

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 FY 2020-21 and all of them were resolved as of 31 March 2021.

In addition to these, there is a separate CoC that is specifically applicable to 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. The Annual Report contains a declaration to this effect that is signed by the Managing Director.

BAL is a signatory of the World Economic Forum's initiative, 'Partnership Against Corruption Initiative' (PACI). Further, the Company is also a signatory to the Model Code of Conduct developed by 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 success and the Company's Research and Development (R&D) division consists of over 1,400 skilled employees. The R&D Division continuously work towards various technological developments and help the Company achieve new benchmarks in the industry. BAL's state-of-the-art R&D Centre is located in Akurdi, where the management and senior leadership work together to enhance the synergy between R&D, manufacturing and sales.

BAL strives to always be at the leading edge of developing innovative products that promote sustainability and address the needs of consumers in every segment. The Company is aware of its dependence on natural resources and correspondingly continues to invest into resource efficiency at all stages of the product lifecycle. Some of the key initiatives undertaken by the Company in this respect in FY 2020-21 are described below.

Product Sustainability

Compliance to all applicable environmental standards is considered paramount at BAL. All of the Company's products are compliant to the Indian Central Motor Vehicle Rules (CMVR) as applicable. These include regulation of tail-pipe emissions of different air pollutants such as Carbon Monoxide (CO), Hydrocarbons (HC), Nitrogen oxides (NOx) gases as well as Particulate Matter (PM). All BAL models are 'Type Approved' certified by the Automotive Research Association of India (ARAI) for such compliances.

As per the requirement for emissions under CMVR, BAL is also compliant with the emission Conformity of Production (COP). The Company ensures compliance with emission standards for all the models

(including exported models), in line with the respective country's norms. All BAL vehicles sold in India from 1 April 2020 are BS VI compliant.

The Company's commitment to environmental responsibility and sustainable product lifecycle is further reflected in the internal studies which indicate that BAL products have recyclability and recoverability rates of 87% and 94% respectively.

BAL has started implementation of End-of-Life Vehicles (ELV) rules wherein application of various heavy metals including Lead, Mercury, Cadmium and Hexavalent Chromium are continuously monitored and reduced in the vehicles. To maintain control, various IT systems have been implemented at Bajaj and supplier location which enable suppliers to provide BAL with a declaration of the chemical composition and its quantity in the material supplied to the Company.

Furthermore, electric mobility has been identified as a major focus area by BAL. To enable this strategic shift, the Company has established a state-of-the-art electric vehicle and components testing lab besides developing in-house designs and products

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.

The Company gives preference to local vendors wherever possible and has identified certain vendor clusters which are near each of its plants, leading to overall socio-economic development and generation of employment opportunities locally. BAL continues to maintain robust engagement with its vendors through the 'Bajaj Auto Vendor Association' (BAVA), comprising of 172 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 onboarded vendors.

Safety has always been an important aspect of Company's working culture and it has been the Company's constant endeavour to extend this safety culture among all its vendors. BAVA Safety Committees have been formed at Chakan, Waluj and Pantnagar to institutionalize safety among the Company's vendors. Each Committee consists of the 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 136 safety cross-audits have been conducted among vendors within these clusters. Conducted by the members of BAVA Safety Committees, these audits serve to not only assess the vendor safety practices but also function as a platform for sharing best practices and cross-learning among the BAVA members.



The Company has completed 59 third-party legal and environmental audits of vendors and based on the closure of all NCs / Observations and a detailed secondary research, a comprehensive list of applicable regulations for vendors has been created. A portal has been developed for all BAVA members to upload their compliance status against these requirements and this portal is also used for sending alerts to ensure timely renewal actions.

BAL has a Total Productive Maintenance (TPM) Policy which assists Tier I and Tier II vendors to enhance their operational, human and cost efficiencies. In FY 2020-21, 174 Tier I vendor groups and 295 Tier II vendors were practising TPM. To advance the adoption of TPM, BAL has also instituted the TPM Awards which recognise 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 Japan Institute of Plant Maintenance (JIPM) TPM Excellence awards and 11 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, 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, 35 vendors have installed roof-top solar projects (cumulative 33 MW capacity) at their premises, resulting in generation of green power and reduction in greenhouse gas emissions.

During the COVID-19 related lockdown period in the past year, BAL extended support to its vendors by handholding them in various activities essential for restarting their operations, including sharing SOPs, approval processes/formats, safety precautions, check sheets, details of essential PPE kits and its sources, self-declaration forms for people and monitoring wellness of people among others. BAL also provided support of manpower sources and training methodology. Apart from operational support, the Company also extended financial support to its vendors in the form of early payment with reduced cash discounts during this time.

Waste reduction

BAL has adopted an aim of creating a Plastic Mukt Bajaj by 2022, for which various initiatives have been adopted to reduce and eliminate plastic in incoming vendor packing and in outgoing material packing. These include:

- Replacement of plastic packaging of cable with reusable cotton packaging
- Elimination of primary plastic packing of gear primary drive and gear balancer
- Reuse of plastic ribbon based on its quality
- Eliminated the plastic packaging of hand gloves

PRINCIPLE 3



Businesses should promote the well-being of all employees

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.

In the year 2020-21, BAL hired 3,078 employees, including 133 permanent employees, 122 on probation, 2,668 trainees, 147 interns and 8 contractual employees. The total headcount as of 31 March 2021 was 10,052 employees. Each of the four plants have Company recognised trade unions, and 39.4% of the employees are members of these unions. Currently, BAL has 17 specially abled permanent employees. As an equal opportunity employer, BAL encourages employment of women across the organization. As on 31 March 2021, there were 654 women employees in BAL.

BAL has a 'Prevention of Sexual Harassment at Workplace' (POSH) policy with the aim of ensuring safety and security of its women employees. In line with the requirement of law, an internal committee has been revised for Akurdi along with the creation of a sales circle wise committee and a POSH module has been launched for the plant internal committee. Additionally, a new external member has been on-boarded in the POSH Committee.

There were no complaints filed or pending relating to child labour, forced labour, involuntary labour or discriminatory employment during the year 2020-21. One complaint related to sexual harassment was filed and closed during the same period as per laid down procedure.

BAL provides its workforce with various platforms and opportunities to upskill and develop new competencies. In the year 2020-21, over 6,300 employees were trained through 339 training programs, comprising of 5,562 man-days. Employees were also given training through TPM pillars, which included safety, health and environment related training spanning 3,478 man-days for permanent employees and 4,826 man-days for probationer employees, contractual employees and trainees. The Company also continued to organize leadership development and other programs arranged for senior level employees.

To leap-frog the competition and to enable employees' continuous access to world class learning, BAL has introduced BOLT (Bajaj's Online Learning Tool), a new learning experience platform. BOLT is self-paced, on-demand and mobile-enabled thereby providing employees flexibility and ease. Content from Ivy League institutes like Cornell University and top engineering institutes like Massachusetts Institute of Technology (MIT-OCW) is made available to employees on laptops and/or handheld devices. Courses from a renowned aggregator Go1 and curated latest articles from Harvard, Forbes, and McKinsey & Company, amongst others are also available. Around 97% of eligible employees have accessed BOLT and have spent 7,786 hours of learning across 15,031 modules.

The Company has also launched a new program for business excellence, MAXIMUS, which is a capability building program targeted to cover all junior management in front-end functions, covering the Sales, Spares and Service in the first phase. The program framework will encompass development of leadership, functional and business capabilities.

The Company has also introduced Master Class, which is an initiative through which we aim to bring profound stories that inspire everyone at Bajaj Auto. As a part of this series, the Company has hosted eminent personalities from various walks of life who share their experiences on topics like leadership, innovation, excellence, etc. To name a few, the Company brought in Wing Commander Rakesh Sharma, First Astronaut of India; Dr. Tim Harkness, Head of Sports Science and Psychology at Chelsea Football Club and many more.

The Company also celebrated the International Women's Day with various initiatives during the entire month of March 2021. The theme for this year was 'Choose to Challenge'. Some of the initiatives conducted are as follows:

- 1) Key personalities such as Dr. Mamta Patel Nagaraj from NASA and Ms. Anuradha T K from ISRO addressed the employees at Bajaj Auto sharing their vivid experiences and learnings. Around 1400+ employees joined these sessions across various locations.
- 2) Interactive online theatre session on inclusion and equality showcasing how women and men can choose to challenge to build a more inclusive world. Around 700+ employees (both male and females) joined the session and actively participated
- 3) 'Good Mental Health' talk was done by experts from India's leading Employee Assistance Program (EAP) provider. The focus was on importance of mental health at workplace and strategies to have a good mental health. This session was attended by 850+ participants.
- 4) Wellness Wisdom for Women: Women focused sessions on Financial Wellness for Women, Session on Nutrition, Breast Cancer awareness by Laleh Busheri, etc. focused on promoting good health and lifestyle practices. More than 250 women employees participated in these sessions.

We concluded the celebrations with Shakti Awards for Model Women and Special Achievement Awards. Around 500+ participants joined in the session.

BAL has recently signed an MoU with Coventry University, which is one of UK's leading universities for Product Design and Electrical & Electronics Design. This initiative is in continuation to the Company's pursuit of providing its engineers with global learning exposure at prestigious institutes. BAL has put specific focus on employee ease of working and well-being by integrating various digital solutions. The following key initiatives were launched during the reporting year:

- EKAM, which is an employee self-service mobile app for all junior management and above employees
- Career website integrated with corporate website and SAP success factor recruitment tool
- Development of virtual development center
- Automation of off-boarding/ e-separation process

In May 2019, BAL had announced the 'Bajaj Auto Ltd. Employee Stock Options Scheme' (BAL-ESOS 2019) under which stock options were granted to senior employees. 'My-ESOP' portal, a cloud-based platform equipped with various features such as dashboard, reports, notifications for key dates etc., was implemented during the reporting period.

In the wake of the COVID-19 pandemic, BAL has taken extensive steps to ensure safety of all employees and external audits were conducted to ensure safety preparedness at all its offices and plants. Well spaced-out work desks and layouts, Rapid Antigen Testing facility at plants and the launch of voluntary COVID-19 Medclaim insurance policy are some of the examples of employee oriented COVID-19 safety measures.

In its quest to continually benchmark and improve various employee policies and processes, BAL has revised its transfer and relocation policy by providing more benefits as per market benchmarks. Aspects pertaining to accessibility and reasonable work environment for specially abled employees have also been incorporated in the Company's equal opportunity policy.

In line with its commitments for employee health and well-being, the annual health check-up has been extended to all BAL employees who are of age of 40 and above. The Company has a curated a health package comprising of general body check and consulting facility with physician through empaneled hospital/medical services. The Company also provides its employees with term life Insurance policy covering over 2,300 employees.

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. The 'Code of Conduct for Affirmative Action' launched in 2006 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 the year 2020-21, BAL recruited 3,078 new employees of which 279 (9%) belong to scheduled castes and scheduled tribes.

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 and 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 submitted to the Company's Board of Directors in this regard. In the year 2020-21, there were no complaints on violation of human rights.

PRINCIPLE 6



Business should respect, protect and make efforts to restore the environment

BAL has always aimed at improving and promoting environmental care, health and safety, by ensuring all its products and operations are safe for all employees, customers and the environment. The Company continues to remain in full compliance with all the applicable regulations and is committed to the continual improvement of its performance, especially pertaining to Safety, Occupational Health and Environmental Protection. The Company's Safety, Health and Environment (SHE) policy underlines the commitment in this regard.

The Company has continued to take several initiatives to improve its performance on environmental aspects such as energy consumption, water use and waste generation through use of better



technology, innovative ideas and behavioural change. Continuing its endeavour to reduce packaging waste generation and bring down demand for virgin natural resources, the Company has replaced wooden crates with steel frames, while plywood and thermocol have been fully replaced by corrugated or eco-link boards. The Company is also committed to the protection of biodiversity and has therefore committed itself to the 'dense forest concept' wherein mixed plantation of bushes, shrubs, fruit-bearing trees etc. within and around its manufacturing facilities to promote biodiversity has been developed and further work on it continues.

Below are the key highlights of the plant-wise SHE initiatives and performance:

Environment

Waluj

- Due to reduction in Commercial Vehicles (CV) volumes, there is an overall increase of 16.8% in specific LPG consumption, 18.2% increase in specific water consumption, 3.8% increase in specific power consumption and 5% increase in specific greenhouse gas emission (Scope 1 and 2)
- Zero liquid discharge with 100 % recycling of process wastewater
- Created rainwater harvesting and groundwater recharge structures, with pond capacity of 90,000 cubic meters
- Waste to landfill reduction: 30% paint sludge diverted from landfill to recycler
- Installed 5MWp solar roof top power plant and reducing 4,538 tons of greenhouse gas emissions
- Installed energy efficient LED luminaries (450 Nos.) saving 9,700 units/month
- Installed centralized ARP system reducing energy consumption by 30% at paint shop
- Planted 500 saplings, cumulative number of saplings planted till date: 65,000

Pantnagar

- Achieved 5 % reduction in specific power consumption
- Achieved 3.2 % reduction in specific PNG consumption
- Attained a 15.5 % reduction in specific water consumption
- Zero liquid discharge with 100 % recycling of process wastewater
- Realized 10 % reduction in specific greenhouse gas emissions
- Realized 7 % reduction in specific hazardous waste disposal
- Installation of Energy Efficient Air Compressor
- Installation of Ultrasonic Air leak detector to find out non hearable air leakages
- Installation of Lacquer ASU and Colour ASU conventional blowers replaced by DC brushless motors
- Installation of 3 guns provision in an arm to reduce compressed air consumption of pneumatic applicator
- Started utilization of rainwater with ETP treated water for feeding RO plant for paint shop process – Zero Bore water use for paint process (100% Recycle water)
- Reuse of dewatering mist spray water in RCDI stage
- Reuse of pre-treatment line DM2 overflow water for DM plant
- Installation of pre-treatment line fresh DI water interlocked with conveyor line
- Installation of Dry off oven surface thermo coating application work

Chakan

- Achieved 5.82 % reduction in specific power consumption
- Achieved 1.2 % reduction in specific PNG consumption
- Attained 20 % reduction in specific water consumption
- Realized 14 % reduction in specific greenhouse gas emissions
- Created rainwater harvesting and groundwater recharge structures
- Zero liquid discharge with 100 % recycling of process wastewater
- Installation of Reverse Osmosis plant for treating Effluent Treatment Plant (ETP) treated water, which is used in paint shop- Installation of RO Stage 2 plant
- Use of solar power from roof top 2 MW solar power plant
- Planted 350 fruit trees, cumulative number of trees of varied species planted till date: 46,250
- Composting of food waste using Black Soldier Flies (BSF) larvae

Akurdi

- Controlled pumping hours
- Installed Optimized water supply network
- Use of TTP water for car washing, test track etc. in addition to toilet flushing and gardening
- Use of Drip Irrigation / Sprinkler system for horticulture
- Reduction in number of toilets in operational
- Ensure periodic inspection of Taps, increase awareness

Health and Safety

Waluj

- Trained 3,822 contractual workmen and 1,200 BAL employees on SHE topics
- Providing inhouse Antigen testing facility for employees and workmen, conducted 7500+ tests

Pantnagar

- Implemented and Certified for latest Safety certification - ISO 45001:2018 (with zero NC)
- Inaugurated new Training Centre for contractors
- Implementation of standardized machine guarding
- Development of Health Index of 100% Employees and guidance for health improvement- based on annual health check-up
- Installation of automatic ETP sludge collection machine for Dry Sludge – Benefit: Hazardous waste reduction

Chakan

- Won 1st prize in The Machinist super shop floor award -2020 (Nov-2020): Safety category in large scale industry group., Won the gold medal for safety presentation (Safety Poka-yoke category) organized by Quality Circle Forum of India, Pune chapter- Jan 2021
- Trained 1,301 contractual workmen and 1,005 BAL employees and 685 trainees on SHE topics.
- Implemented and Re-Certified for IMS Certification (Safety + Environment) ISO 14001:2015 and OHSAS 18001:2007
- Bureau Veritas COVID-19 Self safe assessment: Certification in Platinum category.

Akurdi

- Safe hygiene assessment of Akurdi Plant was conducted in July 2020 by Bureau Veritas India where plant has got PLATINUM range which is highest range.
- Auditors appreciated BAL managements proactive initiatives in COVID-19 prevention
- COVID-19 prevention - formation of CFT, conducted internal audits, implementation of kaizens social distancing, touch free, hygiene improvements etc.
- Implementation of ISO 45001 MS initiated to upgrade from OHSAS 18001 to ISO 45001.
- Trained 744 BAL employees, 165 trainees and 450 contractual employees on SHE related topics.
- Undertook 8 mock drills with various scenarios

All plants of BAL operate as per the 'Consent-to-Operate' provided by the respective State Pollution Control Boards (SPCB) and are within permissible limits with regards to the emissions and waste generated. The Company did not receive any show-cause notice from the Central Pollution Control Board (CPCB) or the respective SPCBs during the reporting year.

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
- World Economic Forum
- Federation of Indian Export Organizations
- The Automotive Research Association of India
- Maharashtra Chamber of Commerce, Industries and Agriculture
- National Safety Council
- The Advertising Standards Council of India
- Indian Merchant Chamber
- Bombay Chamber of Commerce and Industry
- Engineering Export Promotion Council of India
- Engineering Export Promotion Council of India
- Quality Circle Forum of India

PRINCIPLE 8
Businesses should support inclusive growth and equitable development

For any organization, sustainable long-term value-creation is not just dependent on a robust business model; it largely depends upon the mission and values that drive it. The vision and philosophy of late Shri 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 the common good and laid the foundation for ethical, value-based, and transparent functioning. The Bajaj Group also believes that true and full measure of growth, long-term success, and progress lies beyond balance sheets or conventional economic indices. It is best reflected in the impact that a business and an industry can have on the lives of people.

Since the inception of the Corporate Social Responsibility Act, the Bajaj Group has partnered with more than 400 NGO partners supporting projects in the areas of health, education, women empowerment to environmental sustainability. The Group companies have together provided support of over INR 1,300 crore during 2014-2021. BAL's CSR spend during this period has been INR 684 crore.



The group made fund allocations across thematic segments (and sub-segments) provided under Schedule vii of the Corporate Social Responsibility Rules and the major allocations were made under the broad thematic heads of A. Health, B. Education, C. Livelihood and D. Environmental Sustainability. Each entity under the Bajaj Group of Companies (BAL, BFL, BFS, etc.) has flagship projects that they resonate closest with creating unique brand identities for each of them. BAL owns its Water Conservation Project (BWCP) which is aimed towards improving lives and livelihood of people in Aurangabad, Sikar, and Udhamsinghnagar.

Our Activities

(Please refer to the **Annual Report on CSR activities** for a detailed list of partners and grant amounts)

A. Health

In FY 2020-21, BAL has made a fund allocation worth INR 53 crore in the healthcare sector. FY 2020-21 was primarily characterized by the outbreak of the COVID-19 health crisis and the need to augment public and private infrastructure to address the pandemic. The Bajaj Group pledged INR 100 crore to the fight against the pandemic. Working with the Government and a network of 200+ NGO partners, the Group committed itself to ensure that resources like access to healthcare and other necessities of life reach those who need it the most.

The details of COVID-19 Response funds committed by Bajaj Group of companies

Name of Donor	Bajaj Auto Ltd.	Bajaj Finance Ltd.	Bajaj Auto Ltd.	Bajaj Alliance General Insurance Company	Bajaj Alliance Life Insurance Company	Total Commitment
Amount in INR crore	40	40	8	8	4	100

Due to widespread impact of the pandemic on our economy and public at large, BAL along with their Group companies have spent their allocation of the COVID-19 Response funds towards 'Health' section. Some of the notable contribution made by Bajaj Group Companies towards the response of the coronavirus crisis are as follows:

I. Pune's largest COVID-19 Care Center Set up in Lohegaon Vimannagar

The Bajaj Group partnered with the Annamrita Foundation, Bharatiya Jain Sangathana and Pune Municipal Corporation to support up a 2,800 bed COVID-19 Care facility (CCC) in Vimannagar Pune that would reach out to the underprivileged people who are in need of isolation.

II. Upgradation of 20 Public Health care facilities in Pune, Udham Singh Nagar, Sikar and Aurangabad

The Bajaj Group has identified 20 Public Health facilities in Pune, Sikar, Aurangabad and Udham Singh Nagar to upgrade them with infrastructure. High end medical equipment like HFNOs and Health Cubes were distributed to the identified facilities to reduce the burden on hospitals and speed up laboratory testing.



III. Safe Commute Campaign in Partnership with Uber

BAL initiated a campaign that involved distribution of Safety Partitions, (between driver and rider), Disinfectant Solutions, Hand Sanitizers, Masks and Mechanical Spray Bottles to auto drivers. The Safe Commute Campaign in partnership with Uber was piloted in Gurgaon and later rolled out to Pan India which led to the distribution of over 1 lakh safety partitions to Auto Drivers across 20 cities in India.



IV. Support through PPE kits and Meals

The Bajaj Group partnered with the Pune Platform for COVID-19 Response (PPCR) to procure PPE kits for hospitals in Pune and for district administrations in Udham Singh Nagar, Sikar and Aurangabad. About INR 4.50 crore worth of PPE kits were distributed to frontline healthcare workers. About a total of 20 lakh meals or ration equivalent were provided to migrants in distress in Maharashtra, Uttarakhand and Rajasthan.

V. Distribution of Immunity Boosters

BAL funded Prana Homeopathic Clinic has partnered with the Jankidevi Bajaj Gram Vikas Sanstha (the social outreach arm of the Bajaj Group) towards distribution of 75,000 vials of immunity booster Camphora-1 across various locations in Pune and Aurangabad.

The support to key ongoing projects was also continued as these issues continue to be critical for wellbeing of the poorest-of-the-poor. The details of other notable projects are as follows:

- **Cochlea Pune for Hearing and Speech**

Through this project, support was created for Swaranaad preschool of children with hearing impairment by renovating/ refurbishing 16 classrooms, 4 therapy rooms and 2 classrooms for conducting teachers training program. The total value of the project is INR 0.65 crore of which INR 0.19 crore have been disbursed in FY 2020-21.

- **Centre for Applied Research and People Engagement, Aurangabad (CARPE)**

The objectives of the partnership with CARPE was to create a Solid Waste Management practice in the six urban local bodies in Rajgurunagar, Khed and ensure waste segregation and awareness regarding the same amongst the community people. With BAL, CARPE has two projects one is at Aurangabad and the other is in Pune rural (Khed block) of value INR 1.48 crore. The disbursement for both Aurangabad and Pune Rural project is INR 0.55 crore.

B. Environmental Sustainability

BAL has adopted an environment friendly approach in all its Company initiatives, manufacturing processes and technological innovations. The same is extended to CSR as BAL supports multiple initiatives such as water conservation in the drought-prone district of Aurangabad and spring revival in the distant locations of Kumaon.

In FY 2020-21, BAL has made a fund allocation worth INR 30.06 crore in the Environmental Sustainability sector. Some of the key associations are :-

- **Paani Foundation**

Paani Foundation is a not-for-profit company set up in January 2016 to work towards creating a drought free Maharashtra. BAL is supporting the cause with a contribution of INR 6.7 crore in FY 2020-21. The phase II of the Water Cup that BAL is supporting seeks to create scientific approaches to water data collection, adoption of water efficient agricultural practices, and ecological restoration of grasslands and forested areas.

- **Bajaj Water Conservation Project (BWCP):**

Most parts of Central Maharashtra, including Marathwada and Vidharbha face repeated drought. Most of the villages are tanker fed for 6 to 9 months in a year. With the aim of Conservation of Water Bajaj CSR launched the project in two phases in Aurangabad district.

The first phase of Bajaj Water Conservation Project (January 2015 -December 2017) was launched in 51 villages of Paithan, Gangapur Taluka of Aurangabad district where a total of INR 20.40 crore was funded by BAL.

The second phase of Bajaj Water Conservation Project (December 2017 – March 2022) was launched in 110 villages of Gangapur and Aurangabad Talukas of Aurangabad district, where a total of INR 123 crore was funded by BAL and the community contributed INR 46 crore for the project. The key activities undertaken during second

phase were water resource development, capacity building, livelihood enhancement through alternate livelihoods, soil conservation and plantation, water use efficiency and productivity enhancement. The disbursed amount for FY 2020-21 is INR 9.9 crore.



C. 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

BAL launched a Bajaj Education Initiative– aiming to improve the quality of education in its core areas through infrastructure development and capacity building of students, teachers, and parents. Besides this, BAL has also funded multiple programs that focus on primary school education and the education of disabled children.

In FY 2020-21, BAL has made a fund allocation worth INR 14.3 crore in the education sector. Some of the key associations are :-

- **Kailash Satyarthi Children's Foundation (KSCF)**

BAL has contributed INR 4 crore towards the project "Campaign against child trafficking and child sexual abuse" in the fiscal year under review. The project seeks to work and undertake a year-long campaign with a premier TV channel and make legal representations of cases such as child trafficking and child sexual abuse in Fast Track Courts in 20 targeted districts.

- **United Way of Delhi (UWD)**

BAL has contributed INR 2 crore to United Way of Delhi's Neev project (formerly known as the Born Learning Programme) in FY 2020-21. The project aims at children in the age group of 0-6 years from 100 Anganwadis to attain the stimulation necessary for growth so that an unhampered development of these children can be ensured. This is being achieved through the provision of safe, secure and healthy environment to each child enrolled under the program.

- **Lend a Hand India, Rajasthan**

BAL is supporting 'Lend A Hand India' for a three-year intervention aimed at improving access and quality delivery of skill education in secondary/ higher secondary schools in the state of Rajasthan and Uttarakhand. The project has two primary objectives – Firstly, to launch model multi skill vocational education program in 20 schools (10 each in Sikar in Rajasthan and Udham Singh Nagar in Uttarakhand). Secondly, to provide technical and project management support to the State governments of Rajasthan and Uttarakhand in scaling the vocational education in 1,105

schools (905 in Rajasthan and 200 in Uttarakhand). Overall, the program seeks to reach out to 121,600 students through a blend of direct and systemic capacity building interventions. The total approved amount for the project is INR 10.61 crore over a period of three years. The total funds disbursed for the project in the FY 2020-21 is INR 1.94 crore.

D. Livelihood

BAL has worked with partner NGOs to support enhancement of Farm based livelihood as well as explore augmentation of Non-Farm livelihoods. Creation of micro-enterprises at individual and group levels is a key part of the strategy.

In FY 2020-21, BAL has made a fund allocation worth INR 15.1 crore in the livelihood sector. Some of the key associations are :-

- **Bharatiya Yuva Shakti Trust (BYST-Youth Entrepreneurship Development Program)**

The program, run by BYST, includes supporting underprivileged young entrepreneurs by supplementing financing based on the assessment done by the mentors assigned to them who are drawn from the similar industry and who gives voluntary personalized advice and support. The young entrepreneurs are nurtured till they reach a level where not only are self-sufficient, but they in turn make a valuable contribution to society through creation of wealth and employment. BAL has commitment of INR 10 crore to mentor 1,000 youths through BYST and help them build their enterprise. The project has reached out to 130 youth entrepreneurs. The amount disbursed in FY 2020-21 is INR 1.20 crore.

- **Sasakawa India Leprosy Foundation (S-ILF)**

Under this program, BAL has committed INR 2.31 crore to support 216 leprosy-affected people in building their own enterprises. The project has impacted 108 beneficiaries and of the total approved amount, in FY 2020-21, INR 1.19 crore is disbursed.

PRINCIPLE 9



Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

Company's Philosophy

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 like 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.

In the wake of the COVID-19 pandemic, the safety of the dealership team and customers was an important issue for BAL. Basis various advisories released by experts and Government agencies, BAL came out with 'Guidelines for our dealerships: Bajaj SECURE', to ensure safety and to practice social distancing at dealerships and service centers. They were requested to share the prerequisite check sheet with their respective BAL Regional Manager as a sign-off before resuming their operations and subsequently on a weekly basis. To make sharing of these prerequisite check sheets easy and user-friendly, BAL had implemented a mobile application through which dealers and Authorized Service Dealers (ASDs) can submit this compliance report towards SECURE norms by few clicks using their mobile phones. On certification, the showrooms and service centres displayed a signage called "Bajaj Secure" to assure the customers that due COVID procedures of sanitization and other aspects were maintained in that premises. Furthermore, all test ride vehicles were duly sanitised after every use in order to ensure customer safety.

The Company has also taken keen interest in improving the quality of service provided by its dealers. This is achieved via a host of initiatives including Dealer Service Quality Standard Audits, Kaizen Awards and Skill Contests, besides the roll-out of the 'Centralized Dealer Management System' (CDMS) for all the dealers. In order to provide quick and effective customer support all the call centres have been integrated with the CDMS. This allows the support executive to identify customers using their mobile number and instantly access all the customer related data.

In order to ensure customer on-road safety and efficient use of vehicles, BAL provides an owner's manual with each vehicle that includes safety check mechanisms, dos and don'ts as well as fuel saving tips. Also, it conducts pre-monsoon campaigns, focused on safe driving and preventive check-up tips for the season. During the year 2020-21, total 42 cases were filed at the consumer forum, while 357 cases are pending as on 31 March 2021.

BAL is a signatory to Advertising Standard Council of India (ASCI), which evaluates and provides corrective recommendations for commercial advertisements. BAL's marketing department ensures adherence to the ASCI code of self-regulation in all its advertisements such as displaying helmets by all passengers on bikes and disclaimers for advertisements with bikes performing stunts.



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 Bajaj as a market leader in several countries across the world.

In line with BAL's business vision, Motorcycle Business has adopted TPM, The Prime mover towards Excellence, to continuously improve its core competence in Service. We have rolled out the TPM concepts at 280 dealer workshops and all of them are practicing the TPM methodology. 35 of our dealerships are now TPM certified.

BAL has always kept customer satisfaction as key priority, 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 at call center and on emails continues to remain robust with more than 90% of the customers being responded within one hour and 98% of the emails being responded within 10 minutes.

BAL's Service Strategy is aimed at delivering the Brilliant 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 bring about more rigour 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

Through various programs, BAL's marketing team aims at providing enhanced ownership experience to its customers. Innovative ways are adopted to engage with the customers across media platforms. These include riding activation tours, biking tours, knowledge sessions and expeditions in the 'riding' space while our presence on social media and other online channels acts as a rallying point for owner communities to stay connected to other like-minded riders and fans across the world.

Consumer engagement programs like the newly launched KTM Pro-Experiences are designed to provide a premium, exclusive and a differentiated experience to the owners, spanning the terrains of Adventure, Street and Track. These programs have been designed by KTM experts who are terrain specialists and hold the responsibility of curating and leading the events. Multiple properties have been introduced covering short and long-distance rides, training programs and community building initiatives to enable the owners to enter the world of Pro-biking with full gusto.

To ensure better engagement with the customer and give them confidence in Bajaj service post-COVID-19, we launched a nation-wide free battery charging campaign which helped our customers to kickstart their routine in a hassle-free manner. Every initiative launched was under a strict regime of 'Bajaj SECURE' and as a result we quickly achieved more than 100% workshop Revenue Y-o-Y.

This year BAL enhanced its training facility by establishing another 22 regional hubs, now 100% of the Company's technicians are Advance Module trained which has helped it immensely to improve Service Quality Standards. Now, on similar lines, BAL is leveraging the reach of its Local Mechanics by creating a digital platform thus using the hugely untapped unstructured business model that will geotag them, familiarize them with BAL technology, ensure greater sales referrals from them and promote recommendation of Bajaj in market.

To transform the customer experience further BAL has launched Customer Experience Excellence 2.0 under which BAL has worked immensely on Digital Transformation and provided a paper-less service experience to its customers based on the feedback from Net Promoter Score (NPS). 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. In a drive of transformation, BAL is also upgrading workshop Infrastructure to make its facility more pleasing for customers and highly efficient for the workshop team.

Commercial Vehicles:

With the aim of empowering its customers, BAL has continued its 'Swarozgar Campaign' and the 'Driver Bane Malik' initiatives. The Swarozgar Campaign enables rural youth to enter the three-wheeler business, while under the Driver Bane Malik initiative, assistance is provided to contract drivers in purchasing their vehicles. Additionally, 'Certified Service Technician' and 'Power Technician' programs have been initiated by BAL which are aimed at upgrading the skills of technicians by providing them appropriate training and tools. These programs ultimately provide better service to BAL customers, while also increasing the earning potential of the technicians. The 'Certified Service Technician' and 'Power Technician' programs currently have 1,246 and 2,996 empanelled technicians respectively, spread across India.

Electric Vehicle:

The 'Chetak Electric' - a one of its kind electric vehicle in the two-wheeler segment, continues to garner significant interest from prospective owners and auto media. 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.

Currently available for customers in Pune and Bangalore, 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, that largely replicates the in-showroom experience. 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.

Owners of the Chetak Electric have the convenient option of charging the vehicle through a regular five ampere domestic socket. In addition to this, the customers can opt for a Chetak mobile application, which helps them track the battery charge status, ride statistics, receive vehicle notifications etc. As a value addition for the customers, BAL also provides a dedicated charging box with superior safety and protection vs a normal wall socket, as an option.

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 Electric is primed to build on its initial success.