

27 June 2024

Corporate Relations Department BSE Limited DCS - CRD Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001	Corporate Listing Department National Stock Exchange of India Ltd. Exchange plaza, C-1 Block G, Bandra - Kurla Complex, Bandra (East) Mumbai - 400 051
Scrip Code: 500490	Scrip Code: BAJAJHLDNG

Dear Sir/Madam,

Sub: Annual Report for FY2024 and Notice of 79th Annual General Meeting

This is further to our letter dated 26 April 2024, wherein the Company had informed that the Annual General Meeting ('AGM') of the Company is scheduled to be held on **Wednesday, 24 July 2024**.

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 FY2024, as circulated to the Members through electronic mode and physically through the permitted mode as stipulated by law, today:

- Notice of 79th AGM scheduled to be held on Wednesday, 24 July 2024 at 4:15 p.m. at Hotel Hyatt Regency, Viman Nagar, Pune – 411014; and
- Annual Report (including Business Responsibility and Sustainability Report) for FY2024.

Aforesaid documents are also available on the website of the Company at <https://www.bhil.in/investors.html> and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

You are requested to kindly take the above information on record.

Thanking you,
Yours faithfully,

For **Bajaj Holdings & Investment Limited**

Sriram Subbramaniam
Company Secretary

Encl.: As above

BAJAJ HOLDINGS & INVESTMENT LIMITED

www.bhil.in

Corporate Office: 6th Floor, Bajaj Finserv Corporate Office, Off Pune - Ahmednagar Road, Viman Nagar, Pune - 411 014, Maharashtra, India | Tel: +91 20 7157 6066 | Fax: +91 20 7150 5792
Registered Office: C/o Bajaj Auto Limited Complex, Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra, India
Corporate ID No.: L65100PN1945PLC004656 | **Email ID:** investors@bhil.in



BAJAJ HOLDINGS & INVESTMENT LIMITED

(CIN: L65100PN1945PLC004656)
Registered Office: C/o. Bajaj Auto Limited
Mumbai-Pune Road, Akurdi, Pune – 411 035
Website: www.bhil.in | Email ID: investors@bhil.in
Tel No.: (020) 7157 6066 | Fax No.: (020) 7150 5792

NOTICE OF 79TH ANNUAL GENERAL MEETING

Notice is hereby given that the seventy-ninth Annual General Meeting ('AGM') of the members of Bajaj Holdings & Investment Ltd. ('BHIL' or the 'Company') will be held on **Wednesday, 24 July 2024 at 4:15 p.m.** at Hotel Hyatt Regency, Viman Nagar, Pune - 411014 to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31 March 2024, together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend of ₹ 21 per equity share of face value of ₹ 10 for the financial year ended 31 March 2024.
3. To appoint a director in place of Madhur Bajaj (DIN: 00014593), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Manish Santoshkumar Kejriwal (DIN 00040055), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
5. Appointment of P G Bhagwat LLP, Chartered Accountants as Statutory Auditors from the conclusion of 79th AGM till the conclusion of 82nd AGM and to fix their remuneration:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Circular dated 27 April 2021 issued by the Reserve Bank of India ('RBI Guidelines') and pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the relevant rules thereunder, P G Bhagwat LLP, Chartered Accountants, (Firm Registration No. 101118W/W100682), who being eligible for appointment as Statutory Auditors in terms of section 141 of the Act and applicable Rules and the RBI Guidelines, be and is hereby appointed as one of the Joint Statutory Auditors of the Company, to hold office from the conclusion of 79th Annual General meeting till conclusion of the 82nd Annual General Meeting of the Company, to conduct audit of accounts of the Company for the financial year ending 31 March 2025, 31 March 2026 and 31 March 2027 respectively, at a remuneration mentioned in the statement annexed herewith.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall be deemed to include any Committee constituted or to be constituted by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalizing, amending, signing, delivering, executing, the terms of appointment, any increase in remuneration including any contracts or documents in this regard, without being required to seek any further consent or approval of the members of the Company."

By order of the Board
For Bajaj Holdings & Investment Limited

Sd/-
Sriram Subbramaniam
Company Secretary
Membership No.: A23333
Pune: 26 April 2024

NOTES

PROXY RELATED

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY I.E., 3RD FLOOR, PANCHSHIL TECH PARK, ABOVE ICICI BANK, VIMAN NAGAR, PUNE - 411014, NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING. IN THIS NOTICE, THE TERMS MEMBER(S) OR SHAREHOLDER(S) ARE USED INTERCHANGEABLY.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

DIVIDEND RELATED

3. The Board of Directors, at its meeting held on 26 April 2024, has recommended dividend of ₹ 21 per equity share of the face value of ₹ 10 for FY2024 for the approval of members at the seventy-ninth AGM.
4. Pursuant to the provisions of regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the Company has fixed Friday, 28 June 2024 as the 'Record Date' for the purpose of determining the members eligible to receive dividend for FY2024.
5. Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared, at the AGM, will be credited/dispached on or before 29 July 2024, to all those members holding shares in physical form/ electronic form as on closing hours on 28 June 2024.
6. As per the SEBI Listing Regulations and pursuant to SEBI circular dated 20 April 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared will be paid through electronic mode, where the bank account details of the members are available. Where dividend is paid through electronic mode, intimation regarding such remittance will be sent separately to the members. In case where the dividend could not be paid through electronic mode, payment will be made through physical instrument such as banker's cheque or demand draft incorporating bank account details of such members.
7. 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 in their address or particulars of their bank account, if any, to the Registrar and Share Transfer Agent ('KFin') or in case of demat holding to their respective Depository Participants ('DPs').
8. SEBI, vide its circular dated 16 March 2023 read along with circular dated 17 November 2023, mandated that the security holders holding securities in physical form, whose folio(s) do not have PAN (Aadhar seeded) or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 1 April 2024, upon furnishing all the aforesaid details in entirety.

After successful updation of the details, the security holder would receive all the dividends/interest etc., declared during that period (from 1 April 2024, till date of updation) automatically in respect of the folio/ securities.

PAN, KYC DETAILS AND NOMINATION UPDATE

9. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details (ISR-1) and nomination (SH-13/ISR-3). Members are requested to submit the aforesaid forms duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Forms, to register or update:
- KYC details and Nomination;
 - Particulars of bank account for receiving dividend directly in their account through electronic mode or change in their address, for receiving dividend through physical instrument; and
 - Email address to receive all communication through electronic means, including Annual Report and Notice of the general meeting.

The said Forms are available on the website of the Company at <https://www.bhil.in/investors.html#url-shareholders-guide-including-iepf-matters> and on the website of KFin at https://kprism.kfintech.com/#isc_download_hrd.

Members have an option to submit the Forms in person at any of the branches of KFin, details of which are available at <https://www.kfintech.com/contact-us/> or submit e-signed Forms online along with requisite documents by accessing the link <https://ris.kfintech.com/clientservices/isc/default.aspx#> or physical forms can be sent through post at following address:

KFin Technologies Ltd.

Unit: Bajaj Holdings & Investment Limited,
Selenium Building, Tower-B, Plot No 31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi, Telangana, India - 500 032.

Members holding shares in dematerialised mode, who have not registered/updated their aforesaid details are requested to register/update the same with their respective Depository Participants ('DPs').

INSPECTION OF DOCUMENTS

10. Documents referred to in the Notice and the statement shall be open for inspection by the members at the registered office/corporate office of the Company from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays, up to the date of AGM.
11. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection by members in terms of the applicable provisions of the Act, from Monday to Friday from 10.00 a.m. to 12.30 p.m. except holidays:
- 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.

The said Register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

IEPF RELATED

12. In terms of section 124(5) of the Act, dividend amount for FY2017 remaining unclaimed for a period of 7 years shall become due for transfer in August 2024 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 7 years, the corresponding shares shall also be transferred to the IEPF's demat account. Members who have not claimed dividends from FY2017 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.

GENERAL INSTRUCTIONS FOR MEMBERS/PROXIES

13. Brief details of the directors, who are seeking re-appointment and brief details of the auditors seeking appointment, are annexed hereto as per requirements of regulation 36(3) and 36(5) of the SEBI Listing Regulations and Secretarial Standards.
14. 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 AGM and the annual report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their e-mail addresses with their respective depository participants / KFin. Members who have not registered their email, physical copy of Annual Report along with AGM Notice, Proxy form and Attendance slip (inclusive remote e-voting credential) are sent at their registered address available with Company/KFin. Members may note that Annual Report and Notice along with proxy form and attendance slip will also be available on the Company's website <https://www.bhil.in/investors.html> 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
15. 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.
16. 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 KFin. Members are requested to keep the same updated.
17. For more details on shareholders' matters, please refer to the chapter on '**General Shareholder Information**', included in the Annual Report.
18. Corporate members are requested to send in advance, a duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the AGM.
19. Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the Meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
20. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
21. Route map for directions to the venue of the meeting is attached and is also available on <https://www.bhil.in/miscellaneous-route-map.pdf>.
22. 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., Wednesday, 17 July 2024, such person may obtain the User ID and Password from KFin by email request on mohsin.mohd@kfintech.com. In case the e-mail ID is not registered, such Members are requested to register/update the same with the respective depository participants.
23. General instructions for remote e-voting and the AGM are as follows:

A. Voting through electronic means:

- i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Master circular dated 11 July 2023 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 AGM.
- ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on 17 July 2024 (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.
- iii. Members can cast their vote through remote e-voting from 21 July 2024 (9:00 a.m.) till 23 July 2024 (5:00 p.m.). Voting beyond the said date and time shall not be allowed and the remote e-voting facility shall forthwith be blocked.
- iv. Alternatively, members holding securities in physical mode (excluding individual shareholders) may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write to KFin from the registered email 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 Section VI-C of the SEBI Master circular dated 11 July 2023 pertaining to ‘e-voting facility provided by Listed Entities’, 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/registered Depository Participants (‘DPs’) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (‘ESP’) thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and email address 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 Shareholder	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>A. User already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following 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’s website for casting your vote during the e-voting period. <p>B. User not registered for IDeAS e-Services:</p> <p>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. After successful registration, please follow the steps given above to cast your vote.</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 and type the following 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 re-directed to e-voting service provider’s website for casting your vote during the e-voting period. <p>D. NSDL Speede</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

NSDL Mobile App is available on



Type of Shareholder	Login Method
Individual shareholders holding securities in demat mode with CDSL	<p>A. Existing user who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 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. User not registered for Easi/Easiest</p> <p>Option to register for Easi/Easiest is available at www.cdslindia.com, proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>
	<p>C. By visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> The user can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile and email address as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-voting service provider, i.e., KFintech.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> 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. Once you click on e-voting option, you will be redirected to NSDL/ CDSL website after successful authentication, wherein you can see e-voting feature. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider's 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 Forget User ID or Forget 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 - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: (022) -4886 7000 and 1800 1020 990	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

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 email/attendance slip.
- 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 email. 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 correct details, click on LOGIN.

BAJAJ HOLDINGS & INVESTMENT LIMITED

- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. Upon successful login, the system will prompt you to select the EVENT i.e., Bajaj Holdings & Investment Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email 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 'BHIL_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 <https://evoting.kfintech.com/public/Downloads.aspx> or call KFin on 1800 309 4001 (toll free).

Members who hold shares and who have not registered their email address, as on the cut-off date i.e., Wednesday, 17 July 2024, may participate in the e-voting by registering their email address by following instructions mentioned at note no. 9. Post registration, such members may request for User ID and password for e-voting by sending an email to einward.ris@kfintech.com / evoting@kfintech.com through their registered email address to obtain the same. Members may also reach out to Mohd. Mohsinuddin - Senior Manager, KFin at mohsin.mohd@kfintech.com / einward.ris@kfintech.com or Sriram Subbramaniam - Company Secretary, at investors@bhil.in

B. For members who receive the Notice of AGM in physical form:

Members holding shares either in demat or physical mode who are in receipt of the Notice in physical form, may cast their votes using the e-voting facility for which the User ID and initial password are provided in the attendance slip sent along with this Notice. Please follow steps from Sl. No. (i) to (xii) under heading A above to vote through e-voting platform.

C. Voting facility at AGM:

- a) In addition to the remote e-voting facility as described above, the Company has made voting facility available at the venue of the AGM through electronic voting system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.
- b) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.

D. Live Webcast of AGM:

Pursuant to Regulation 44(6) of the SEBI Listing Regulations, the Company has provided the facility of one-way live webcast of the proceedings of AGM. Members who are entitled to participate in the AGM can view the proceedings by logging on website of KFin at <https://emeetings.kfintech.com/> using the secure login credentials provided for e-voting or using the registered mobile number and OTP option. Members are encouraged to use this facility of webcast.

E. General Instructions

- i. The Board of Directors has appointed Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587 CP No. 572) as the Scrutiniser to the e-voting process and voting at the AGM in a fair and transparent manner.
- ii. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman of the Company, who shall countersign the same and declare the result thereof.
- iii. The results declared along with the scrutiniser's report shall be placed on the Company's website <https://www.bhil.in/investors.html#url-stockexchange-intimations> 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 AGM of the Company.

24. Taxation related information:

Shareholders may note that as per Income Tax Act, 1961, (the 'IT Act'), dividends paid or distributed by a Company shall be taxable in the hands of shareholders. Accordingly, the Company would be required to deduct applicable Tax at Source ('TDS') in respect of payment of approved dividend to its shareholders (resident as well as non-resident).

Resident Shareholders:

Tax shall be deducted at source under section 194 of the IT Act at the rate of 10% on the amount of dividend declared and paid by the Company during FY2024. However, in the following cases, TDS at the rate of 20% would be applicable as per IT Act:

- Section 206AA of IT Act- In case where, PAN is not available/ submitted, or PAN submitted is invalid or PAN is not linked with Aadhar; or
- Section 206AB of IT Act - Non-filing of return of income tax of previous year (i.e., FY2023) and aggregate of TDS and TCS in said previous year is ₹ 50,000 or more

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 (TAN – PNEB05805C), 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 tax shall be deducted at the rate of 20% or applicable rate plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders.

For Foreign Institutional Investors ('FII')/ Foreign Portfolio Investors ('FPI') shareholders, TDS will be deducted under section 196D read with section 206AB of the IT Act.

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 (MLI) 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 being made available on the Company's website at <https://www.bhil.in/investors.html#url-stock-exchange-intimations> Kindly note that the documents should be uploaded with KFin, the Registrar and Share Transfer Agent at <https://ris.kfintech.com/form15> or emailed to einward.ris@kfintech.com.

No communication on the tax determination/ deduction shall be entertained after 5 July 2024.

The 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.

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 required 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 email the soft copy of the TDS certificate, if applicable, to shareholders at the email ID registered with KFin within the prescribed time as per IT Act. The amount of TDS can also be viewed in Form 26AS on the website of the Income Tax department of India <https://www.incometax.gov.in/iec/foportal/>

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 FAQs on Dividend Distribution which are being made available on the Company's website at <https://www.bhil.in/investors.html#url-stock-exchange-intimations>

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARDS

Item no. 3 relating to re-appointment of Madhur Bajaj (DIN: 00014593), who retires by rotation

Brief Profile:

Madhur Bajaj (born on 19 August 1952) is a Promotor and Director on the Boards of Bajaj Group of Companies like Bajaj Holdings & Investment Ltd, Bajaj Finserv Ltd, and Bajaj Electricals Ltd. He had also served as a Director on Board of Bajaj Finance Ltd. Madhur Bajaj had also served as a Vice Chairman of Bajaj Auto Limited which has been recently declared as world's most valuable two-wheeler company.

Madhur Bajaj is an alumnus of Doon School, Dehra Dun. After obtaining his B. Com Degree from Sydenham College, Bombay, in 1973, he did his MBA at International Institute of Management Development (IMD), Lausanne, Switzerland, in 1979.

Madhur Bajaj is the recipient of the 'Vikas Rattan' Award from the International Friendship Society of India, for enriching human life and outstanding achievements.

His greatest joy and contribution in the domain of business has been in Aurangabad from 1983-1993. While setting up the Bajaj Auto plant, Madhur Bajaj developed the social infrastructure of high standard along with his colleagues. This included the Kamalnayan Bajaj Hospital, Nath Valley School, showcasing Aurangabad via Maha Expo and organizing various cultural events through Kalasagar. This enabled high caliber executives to be willing to settle down in Aurangabad.

Madhur Bajaj has been the Past President of Chamber of Marathwada Industries and Agriculture, Mahratta Chamber of Commerce, Industries and Agriculture, the apex chamber of Pune, Society of Indian Automobile Manufacturers & has been a Chairman of Confederation of Indian Industry (Western Region). He was also the National Council Member of Confederation of Indian Industry (CII) till March 2024.

Madhur Bajaj has been deeply involved in the philanthropic work of Bajaj Group like integrated development of villages, water conservation etc. Madhur believes that the "secret of living is giving", and he finds his philanthropic work with the Bajaj Group more fulfilling. He is also a Trustee of Jamnalal Bajaj Foundation which gives the prestigious Jamnalal Bajaj Awards, apart from financially supporting various NGO's, foundations & Social organizations.

Other Information:

Particulars	Details
Age	71 years
Qualifications	B.Com, MBA
Experience	Covered in brief profile
Terms and Condition of appointment	Non-executive Director, liable to retire by rotation.
Remuneration last drawn (FY2024)	The details of remuneration paid to him for FY2024 is provided in the annual return. The same can be accessed at https://www.bhil.in/investors.html#url-annual-reports
Remuneration proposed to be paid	Sitting fees @ ₹ 1 Lakh and Commission @ ₹ 3 Lakh per meeting of the Board and Committee, if any.
Date of first appointment on the Board	22 July 2010
Shareholding in the Company	1,000 shares
Disclosure of relationship between director inter se	Brother of Shekhar Bajaj, Chairman and Niraj Bajaj, Vice-Chairman of the Company
Number of meetings of the Board attended during FY2024	Six (6) meetings of the Board were held and he attended five meetings.
Directorships of other Boards	a) Bajaj Finserv Ltd. b) Bajaj Electricals Ltd. c) Emerald Acres Pvt. Ltd. d) Madhur Securities Pvt. Ltd. e) Sankalp Resorts Pvt. Ltd. f) Mahakalp Arogya Pratisthan

Particulars	Details
Membership/Chairmanship of Committees of other Boards	Nil
Resignation during past 3 years from listed companies	a) Bajaj Auto Ltd. b) Bajaj Finance Ltd.
Nature of expertise in specific functional areas	Management and Governance, Financial Services, Consumer behaviour, sales, marketing and customer experience, Regulatory, Public Policy and Economics, Human Resources and Business Transformation and Strategy.

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

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

Item no. 4 relating to re-appointment of Manish Kejriwal (DIN: 00040055), who retires by rotation

Brief Profile:

Manish Kejriwal (born on November 8, 1968) is the Founder and Managing Partner of Kedaara Capital. Kedaara is a private equity firm pursuing control and minority investment opportunities in India. It currently manages over ~US\$ 3.6 billion through investments in several market leading businesses across a variety of sectors including consumer, financial services, pharma/healthcare, technology / business services and industrials. Kedaara’s operating partner model comprising former CEOs with proven track records of building market leading businesses. Since its inception, Kedaara has remained singularly dedicated to its stated strategy of focusing on investments built through trust-based relationships with best-in-class entrepreneurs and management teams across secular fast growing end markets. Kedaara combines the strengths of a well-networked, highly experienced local investing and operating team, with the experience of their strategic partner, Clayton, Dubilier & Rice, a global private equity firm.

In early 2004, Manish founded the India office of Temasek Holdings Pte. Ltd., where he headed all its investments and other activities till September 2011. He was a Senior Managing Director and also held multiple responsibilities in Temasek Singapore. He was a core member of its senior leadership team and a key member of Temasek Holding’s Senior Management Committee (SMC), and its Senior Investment & Divestment Committee (SIDC). He was also tasked to lead the firm’s global investments in the FIG sector, and its investments in Africa, Middle East and Russia. Manish brings over 30 years of experience in investing, encompassing the full cycle of experiences in private equity across a variety of industries and sectors in private and public companies, and consulting. Prior to Temasek, Manish was a Partner at McKinsey & Company, Inc. and was part of their New York, Cleveland and Mumbai offices.

Manish received an AB from Dartmouth College where he graduated Magna Cum Laude with a major in Economics and Engineering Sciences. He holds an MBA from Harvard University, where he graduated with high distinction as a Baker Scholar.

Manish is currently the independent director at Alembic Pharmaceuticals Limited and also on the boards of Bajaj Finserv Limited and Bajaj Holdings Investment Limited and various Kedaara investee companies. He is also a Member of the Governing Board at K Raheja Corp. Over the years, he has been on the boards of various portfolio companies: Temasek Holdings Advisors India, Parksons Packaging, ICICI Onesource, Punj Lloyd, Bharti Infratel, Fullerton Financial Holdings and Fullerton India Credit Company. He is passionate about driving a few select education initiatives reflected by his ongoing involvement in the United World College movement, as a founder trustee at Ashoka University and a former member of the Harvard Alumni Board.

Manish is an active member of the Young Presidents’ Organization (YPO) and was named a Young Global Leader (YGL) by the World Economic Forum. Manish is the Co-chair of the CII National Committee on Private Equity and Venture Capital and was also a member of the Alternative Investments Policy Advisory Committee, constituted by the Securities & Exchange Board of India (SEBI). He has authored various articles on PE in India and has been profiled in various newspapers and periodicals. He is a sought-after speaker at numerous conferences in India, Asia and North America. He was profiled as one of the “25 hottest young executives in India” by Business Today.

Other Information:

Particulars	Details
Age	55 years
Qualifications	MBA, Harvard University
Experience	Covered in brief profile
Terms and Condition of appointment	Non-executive Director, liable to retire by rotation.
Remuneration last drawn (FY2024)	The details of remuneration paid to him for FY2024 is provided in the annual return. The same can be accessed at https://www.bhil.in/investors.html#url-annual-reports
Remuneration proposed to be paid	Sitting fees @₹ 1 Lakh and Commission @₹ 3 Lakh per meeting of the Board and Committee, if any.
Date of first appointment on the Board	15 September 2004
Shareholding in the Company	None (in his individual capacity)
Disclosure of relationship between director inter se	None
Number of meetings of the Board attended during FY2024	Six meetings of the Board were held, and he has attended all the Board meetings.
*Directorships of other Boards	a) Bajaj Finserv Ltd. b) K Raheja Corp Investment Managers Pvt. Ltd. c) Alembic Pharmaceuticals Ltd.
Membership/Chairmanship of Committees of other Boards	Bajaj Finserv Ltd. a) Nomination and Remuneration Committee; b) Duplicate share certificate issuance Committee. Alembic Pharmaceuticals Ltd. a) Nomination and Remuneration Committee; b) Corporate Social Responsibility Committee. K Raheja Corp Investment Managers Pvt. Ltd. a) Risk Management Committee; b) Nomination and Remuneration Committee; c) Investment Committee.
Resignation during past 3 years from listed companies	None
Nature of expertise in specific functional areas	Management and Governance, Financial Services, Consumer behaviour, sales, marketing and customer experience, Technology & Innovation, Understanding of accounting and financial statements, Regulatory, Public Policy and economics and Business Transformation and Strategy.

*Directorships in LLP's not considered.

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

None of the directors or key managerial personnel or their relatives except Manish Kejriwal, are concerned or interested financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

Item no. 5 : Appointment of P G Bhagwat LLP, Chartered Accountants as Statutory Auditors of the Company for one term of three years and to fix their remuneration

The Reserve Bank of India (RBI) vide circular dated 27 April 2021 had issued guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs). The said guidelines are applicable from FY2021-22 and onwards in respect of appointment/reappointment of SCAs/SAs of the entities.

The Key highlights of the circular inter-alia as applicable to NBFCs, were as follows:

- NBFC's with asset size of more than ₹1,000 crore as at the end of previous year should appoint a minimum of an audit firm for conducting statutory audit;
- For NBFC's with asset size of ₹15,000 crore and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms;
- The term of Statutory Auditors should be for a maximum period of 3 consecutive years.

BAJAJ HOLDINGS & INVESTMENT LIMITED

Considering, the maximum tenure of a Statutory Auditors restricted for a period of three years by RBI, the term of Kalyaniwalla & Mistry LLP, Chartered Accountants as Statutory Auditors of the Company will come to an end upon the conclusion of 79th AGM.

In view of the above, the Audit Committee and the Board at its meeting held on 26 April 2024 had recommended the appointment of P G Bhagwat, LLP, Chartered Accountants as one of the Joint Statutory Auditors of the Company for one term of three years i.e., from the conclusion of 79th AGM till the conclusion of 82nd AGM.

The Statutory Auditors have confirmed that their appointment, if made, will be within the limit specified under Section 144 of the Act and RBI Guidelines. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Circular.

Information pursuant to Regulation 36(5) of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors	The fees proposed to be paid to P G Bhagwat LLP towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) for FY2025 shall be ₹ 9.50 lakh with authority to Board to make changes as it may deem fit for the balance term.
Terms of appointment	P G Bhagwat LLP is proposed to be appointed as Statutory Auditors for one term of three years i.e., from the conclusion of 79 th AGM till the conclusion of 82 nd AGM.
Material change in fee payable	There is no material change in the fee payable to the New Statutory Auditors in comparison to the earlier Statutory Auditors.
Basis of recommendation and auditor credentials	The Audit Committee and the Board of Directors based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Companies Act, 2013 and RBI Guidelines, recommends the appointment of P G Bhagwat LLP as statutory auditors of the Company.

Profile

P G Bhagwat LLP, Chartered Accountants (PGB / the Firm) was established in 1938 and has presence in Pune, Mumbai, Bengaluru and other three cities in India. The Firm has 16 partners and has more than 250 professional staff members representing separate service verticals – Audit & Assurance, Corporate Taxation, Information system audit, CFO and business transformation Advisory. The Firm has expertise in central statutory audits of various nationalised banks and private banks and also has NBFCs audit clients. The firm has assurance engagements for clients in other fields such as automobile / auto ancillary, manufacturing, engineering, steel, software services, education and so on.

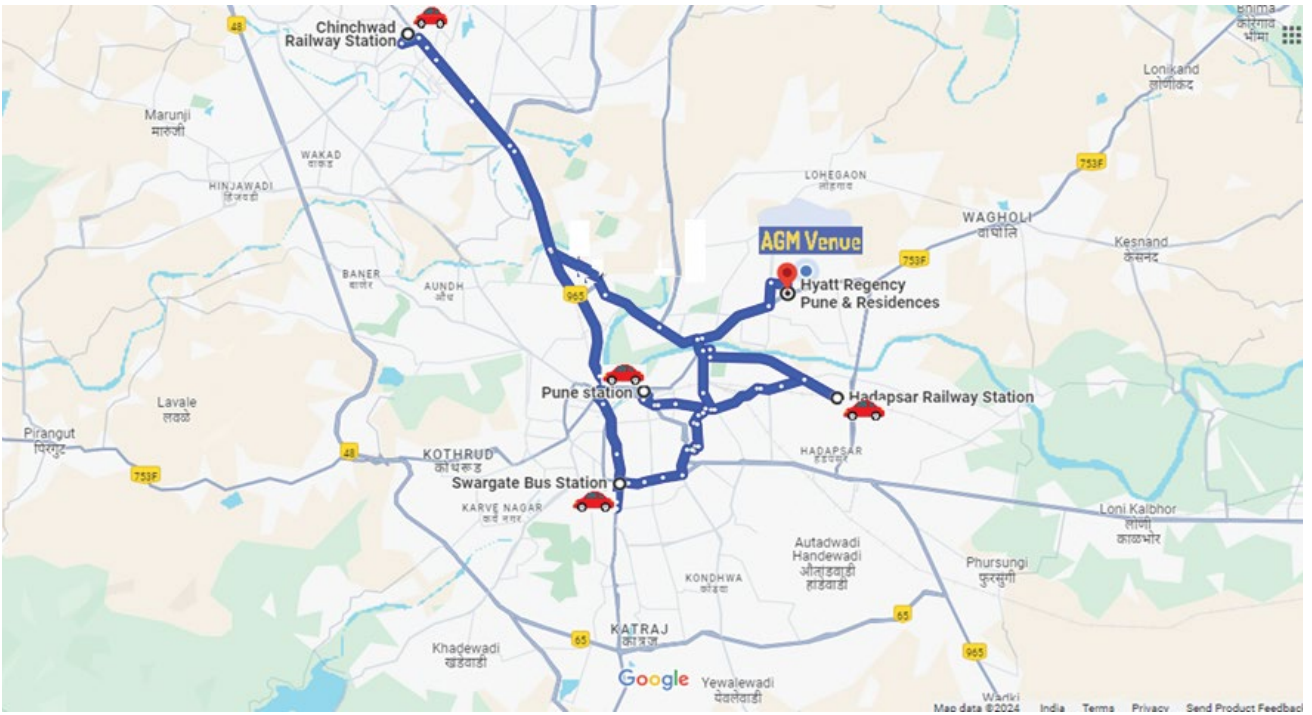
None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 5 of the notice, except to the extent of their shareholding in the Company.

The Board recommends passing of the ordinary resolution set forth in Item No. 5 of the notice for approval of the members.

By order of the Board
For Bajaj Holdings & Investment Limited

Sd/-
Sriram Subbramianiam
Company Secretary
Membership No.: A23333
Pune: 26 April 2024

ROUTE MAP TO VENUE OF THE MEETING



Scan using the camera app for iOS devices and google lens for android devices for the AGM venue



BAJAJ HOLDINGS & INVESTMENT LIMITED

(CIN: L65100PN1945PLC004656)

Registered Office: C/o. Bajaj Auto Limited

Mumbai-Pune Road, Akurdi, Pune – 411 035

Website: www.bhil.in | Email ID: investors@bhil.in

Tel No.: (020) 7157 6066 | Fax No.: (020) 7150 5792

PROXY FORM Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L65100PN1945PLC004656
Name of the Company : Bajaj Holdings & Investment Limited
Registered office : Mumbai-Pune Road, Akurdi, Pune 411 035

Name of the member (s): _____

Registered address: _____

E-mail ID: _____

Folio No./Client ID/DP ID: _____

I/We, being the member (s) of _____ shares of the above-named company, hereby appoint:

- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him;
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the **SEVENTY NINTH** annual general meeting of the Company, to be held on **Wednesday, 24 July 2024 at 4:15 p.m.** at Hotel Hyatt Regency, Viman Nagar, Pune 411014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	For	Against
Ordinary Business			
1	Adoption of financial statements of the Company for the financial year ended 31 March 2024 and Directors' and Auditors' Reports thereon		
2	Declaration of dividend of ₹ 21 per equity share, for the year ended 31 March 2024		
3	Re-appointment of Madhur Bajaj (DIN: 00014593), who retires by rotation		
4	Re-appointment of Manish Santoshkumar Kejriwal (DIN 00040055), who retires by rotation		
5	Appointment of P G Bhagwat LLP, Chartered Accountants as Statutory Auditors from the conclusion of 79 th Annual General meeting (AGM) till the conclusion of 82 nd AGM and to fix their remuneration		

Signed this _____ day of _____ 2024



Signature of shareholder

Signature of Proxy holder(s)

Note:

- This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Corporate Office of the Company i.e., 3rd Floor, Panchshil Tech Park, above ICICI Bank, Viman Nagar, Pune - 411014, not less than 48 hours before the commencement of the Meeting.
- As provided under Regulation 44 of the SEBI Listing Regulations, 2015, shareholder may vote either for or against each resolution.



BAJAJ HOLDINGS & INVESTMENT LIMITED

(CIN: L65100PN1945PLC004656)
Registered Office: C/o. Bajaj Auto Limited
Mumbai-Pune Road, Akurdi, Pune – 411 035
Website: www.bhil.in | Email ID: investors@bhil.in
Tel No.: (020) 7157 6066 | Fax No.: (020) 7150 5792

ATTENDANCE SLIP

Reg. Folio No./DP Id No./
Client Id No. :
Name and Address :
Name(s) of Joint Member(s), if any :
No. of Shares held :

I/We certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the **Seventy Ninth** Annual General Meeting of the Company on **Wednesday, 24 July 2024 at 4:15 p.m.** at Hotel Hyatt Regency, Viman Nagar, Pune 411014.

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Place:

Date:

Notes:

- Please sign this attendance slip and hand it over at the meeting venue.
- Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

E-VOTING

Users who wish to opt for e-voting may use the following login credentials:

Even (E Voting Event No.)	User ID	PASSWORD

Notes:

- Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to - <https://evoting.kfintech.com>
- Instructions for e-voting procedure are available in the Notice of annual general meeting.



79th Annual Report 2023-2024

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Corporate Information

Board of Directors

Shekhar Bajaj
Chairman

D J Balaji Rao
(Up to 28 November 2023)

Dr. Naushad Forbes

Anami N Roy
(Up to 31 March 2024)

Pradip Shah

Dr. Arindam Bhattacharya

Dr. Vidya Yeravdekar

Abhinav Bindra

Smita Mankad
(with effect from 1 April 2024)

Niraj Bajaj
Vice Chairman

Rajiv Bajaj
Vice Chairman

Sanjiv Bajaj
Managing Director & CEO

Madhur Bajaj

Manish Kejriwal

Audit Committee

Pradip Shah
Chairman

Dr. Naushad Forbes

Dr. Arindam Bhattacharya

Dr. Vidya Yeravdekar

Nomination and Remuneration Committee

Dr. Naushad Forbes
Chairman

Dr. Arindam Bhattacharya

Niraj Bajaj

Risk Management Committee

Pradip Shah
Chairman

Dr. Arindam Bhattacharya

Sanjiv Bajaj

Anish Amin

Stakeholders' Relationship Committee

Manish Kejriwal
Chairman

Dr. Naushad Forbes

Dr. Vidya Yeravdekar

IT Strategy Committee

Dr. Naushad Forbes
Chairman

Sanjiv Bajaj

Anurag Chottani

Anish Amin

Vivek Likhite

Anant Marathe

Corporate Social Responsibility Committee

Dr. Naushad Forbes
Chairman

Anami N Roy
(Up to 31 March 2024)

Sanjiv Bajaj

Rajiv Bajaj

Chief Financial Officer

Anant Marathe

Company Secretary

Sriram Subbramaniam

Joint Statutory Auditors

Kalyaniwalla & Mistry LLP

NBS & Co.

Secretarial Auditor

Shyamprasad D Limaye
Practising Company Secretary

Bankers

Deutsche Bank

Citibank N A

HDFC Bank

Registered Office

C/o Bajaj Auto Ltd.
Mumbai-Pune Road,
Akurdi, Pune - 411 035.

Corporate Identification No.

L65100PN1945PLC004656

Corporate Office

Bajaj Finserv House

Viman Nagar,
Pune - 411 014.

Share Transfer Agent

KFin Technologies Ltd.

Unit: Bajaj Holdings & Investment Ltd.
Selenium Building, Tower-B,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally, Hyderabad,
Telangana- 500 032 Toll free No.: 1800 309 4001
Email ID: einward.ris@kfintech.com

Leading the Way



Shekhar Bajaj

Chairman



Sanjiv Bajaj

Managing Director & CEO



Anant Marathe

CFO

Directors' Report

Dear Shareholders,

Your directors present the seventy-ninth Annual Report along with the audited standalone and consolidated financial statements for FY2024.

Company Overview

Bajaj Holdings & Investment Ltd. ('BHIL' or 'the Company') is registered with the Reserve Bank of India as a Non-Banking Financial Company - Investment and Credit Company (NBFC - ICC) vide RBI registration number N-13.01952 dated 29 October 2009. Further, as per the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, the Company is categorised as a Base-layer NBFC, considering it does not avail public funds and does not have any customer interface.

BHIL is essentially a holding and investment company and does not have any other operations of its own. BHIL earns revenue primarily by way of dividend income from investments held in group companies. More details about the Company and its investments are available in the [Management Discussion and Analysis Report](#).

Financial Results

The financial results of the Company are elaborated in the [Management Discussion and Analysis Report](#).

The highlights of the [standalone financial results](#) are as under:

Particulars	₹ In Crore)	
	FY2024	FY2023
Total income	3,175.69	1,937.01
Total expenses	154.87	158.16
Profit before tax	3,020.82	1,778.85
Tax expense	124.36	67.27
Profit for the year	2,896.46	1,711.58
Earnings per share (₹)	260.3	153.8

Closing balances in reserve/other equity

Particulars	₹ In Crore)	
	FY2024	FY2023
Reserve fund in terms of section 45-IC(1) of Reserve Bank of India Act, 1934	3,395.48	2,815.48
Securities premium	444.42	444.42
General reserve	3,706.96	3,706.96
Retained earnings	4,983.48	3,723.84
Other reserves - Equity instruments through other comprehensive income	6,214.40	4,899.63
Other reserves - Debt and Hedge instruments through other comprehensive income	(21.07)	(36.35)
Total	18,723.67	15,553.98

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

The highlights of the [consolidated financial results](#) are as under:

Particulars	₹ In Crore)	
	FY2024	FY2023
Total income	1,713.46	527.35
Share of profits of associates	5,955.30	4,667.01
Profit before tax	7,492.51	5,011.51
Profit for the year	7,267.21	4,850.52
Earnings per share (₹)	653.0	435.8

Transfer to Reserve Fund

Under section 45-IC of Reserve Bank of India Act, 1934, non-banking financial companies (NBFCs) are required to transfer a sum of not less than 20% of its net profit every year to the reserve fund before declaration of any dividend. Accordingly, the Company has till date transferred a sum of ₹ 3,395.48 crore to its reserve fund.

Operations

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in [Management Discussion and Analysis Report](#).

Dividend Distribution Policy

Pursuant to the provisions of SEBI Listing Regulations, the Company had formulated a Dividend Distribution Policy, which sets out the parameters and circumstances to be considered by the Board in determining the distribution of dividend to its shareholders and/ or retaining profits earned. The Dividend Distribution Policy of the Company endeavour to maintain a minimum dividend pay-out of 50% of distributable profits on standalone basis each year. The said Policy is available on the website of the Company at <https://www.bhil.in/pdf/Dividend%20Distribution%20Policy.pdf>

As a part of the review process, the Dividend Distribution Policy was reviewed at the meeting of the Board held on 15 September 2023 and there were no changes to principles, criteria or parameters set out in the Dividend Distribution Policy, basis which dividend is recommended or declared.

Dividend

Final Dividend

The Board of Directors after taking into account various aspects, recommend for consideration of the members at the ensuing Annual General Meeting ('AGM'), payment of final dividend of ₹ 21 per equity share (210%) of face value of ₹ 10 for the financial year ended 31 March 2024.

Interim Dividend

The Board of Directors, at its meeting held on 15 September 2023, after taking into account its financial position as on that date, declared an interim dividend of ₹ 110 per equity share (1100%) of face value of ₹ 10 for the year ended 31 March 2024. The record date fixed for the purpose of declaration of dividend was 29 September 2023. The total dividend pay-out on account of interim dividend was ₹ 1,224.23 crore.

The total dividend pay-out (including interim dividend) for FY2024 would be ₹ 1,457.95 crore.

The dividend declared/recommended is in accordance with the principles and criteria set out in the Dividend Distribution Policy.

The final dividend, if declared, at the ensuing AGM will be taxable in the hands of the members of the Company pursuant to Income Tax Act, 1961. For further details on taxability, please refer to Notice of AGM.

Subsidiaries, Associates and Joint Ventures

Following are the subsidiaries/associates of the Company:

Name of the company	% shareholding of BHIL and its subsidiaries	Relationship
Bajaj Auto Ltd.	36.68%	Associate
Bajaj Finserv Ltd.	41.56%	Associate
Bajaj Auto Holdings Ltd.	100%	Subsidiary
Maharashtra Scooters Ltd.	51%	Subsidiary

The financial highlights of performance of the subsidiaries and associates of the Company and their contribution to the overall performance of the Company during FY2024 is covered in the [Management Discussion and Analysis Report](#).

During FY2024, no new subsidiary was incorporated/acquired. Neither the Company has entered into a joint venture with any company.

The Company does not have any material subsidiary as defined under the SEBI Listing Regulations.

The financial statements of the subsidiary companies are also available in a downloadable format under Investors section of the Company's website and can be accessed at <https://www.bhil.in/investors.html#url-annual-reports>

A separate statement containing the salient features of the subsidiaries in the prescribed form AOC-1 is attached to the consolidated financial statements.

Directors and Key Managerial Personnel (KMP)

A. Change in Directorate during FY2024

i. Appointment

Abhinav Bindra (DIN: 00929250)

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board at its meeting held on 30 January 2024, has appointed Abhinav Bindra, as an Independent Director, for a period of five years effective from 1 February 2024.

The Board is of the opinion that Abhinav Bindra is a person of integrity and possesses requisite skills, experience and knowledge relevant to the Company's business and it would be beneficial to have his association with the Company as an Independent Director of the Company.

Smita Mankad (DIN: 02009838)

Based on the recommendation of the NRC, the Board at its meeting held on 21 March 2024, has appointed Smita Mankad, as an Independent Director, for a period of five years effective from 1 April 2024.

The Board is of the opinion that Smita Mankad is a person of integrity and possesses requisite skills, experience and knowledge relevant to the Company's business and it would be beneficial to have her association with the Company as an Independent Director of the Company.

Pursuant to the MCA Circular No. 09/2023 issued on 25 September 2023 read along with other connected circulars issued from time to time in this regard, the Company has emailed the notice of Postal Ballot along with the explanatory statement on 28 March 2024, seeking approval of the shareholders by way of special resolutions for appointment of Abhinav Bindra and Smita Mankad as Independent Directors of the Company.

The approval of shareholders are expected on 27 April 2024 and the voting results will be intimated to the Stock Exchanges.

ii. Sad demise of Independent Director:

D J Balaji Rao (DIN: 00025254)

Your directors express their profound grief on the sudden demise of D J Balaji Rao. He was a Non-executive, independent director on the Board of the Company since 2014. He was the Chairman of Nomination and Remuneration Committee. He passed away on 28 November 2023 and consequently ceased to be a director of the Company. The Board places on record its sincere appreciation for the invaluable guidance, services and mentorship provided by him in his tenure as an independent director of the Company.

iii. Cessation

Anami N Roy (DIN: 01361110)

Anami N Roy was appointed as an Independent Director of the Company in the AGM held on 26 July 2019, for a term of five consecutive years commencing from 1 April 2019 till 31 March 2024. He has expressed his desire to not seek re-appointment for second term as an Independent Director of the Company, upon completion of his first term from the close of business hours on 31 March 2024.

Consequent upon completion of his term effective from the aforementioned date, he has ceased to be an Independent Director of the Company.

B. Directors liable to retire by rotation

Madhur Bajaj (DIN: 00014593) and Manish Kejriwal (DIN: 00040055) retires by rotation at the ensuing AGM and being eligible, have offered themselves for re-appointment.

Brief details of Madhur Bajaj and Manish Kejriwal, who are seeking re-appointment, are given in the Notice of AGM.

C. Change in KMP

There was no change in KMPs of the Company during FY2024.

Declaration by Independent Directors

The independent directors have submitted 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 and Regulation 16 of the SEBI Listing Regulations, as amended.

The independent directors have also confirmed compliance with the provisions of Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, 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 them meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same, as required under Regulation 25 of the SEBI Listing Regulations.

Policy on Directors' Appointment and Remuneration

The Board, on the recommendation of the NRC, has framed a Remuneration Policy. The policy, inter-alia, provides:

- a) the criteria for determining qualifications, positive attributes and independence of directors; and
- b) a policy on remuneration of directors, key managerial personnel and other employees.

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.

The remuneration policy is placed on the Company's website and can be accessed at <https://www.bhil.in/pdf/Remuneration%20Policy%20.pdf>

As per the requirements of RBI Master Directions and SEBI Listing Regulations, details of all pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company are disclosed in the [Corporate Governance Report](#).

Compliance with Code of Conduct

All Board members and Senior Management Personnel have affirmed their compliance with the Company's Code of Conduct for FY2024.

A declaration to this effect signed by the Managing Director & CEO is included in this Report.

Annual Return

A copy of the annual return as required under section 92(3) of the Act in the prescribed form which will be filed with the Registrar of Companies / Ministry of Corporate Affairs within the regulatory timelines is hosted on the Company's website and can be accessed at <https://www.bhil.in/investors.html#url-annual-reports>

Number of meetings of the Board

Six (6) meetings of the Board were held during FY2024. Details of the meetings and attendance thereat form a part of the [Corporate Governance Report](#).

Directors' responsibility statement

In accordance with the provision of section 134(3)(c) of the Act and based on the information provided by the Management, the directors state that:

- in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- they have selected such accounting policies and applied them consistently and made judgments 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 FY2024 and of the profit of the Company for that period;
- they have 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;

- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Audit Committee

The composition of the Committee as approved by the Board is, Pradip Shah (DIN: 00066242) as Chairman, Dr. Naushad Forbes (DIN: 00630825), Dr. Arindam Bhattacharya (DIN: 01570746) and Dr. Vidya Yeravdekar (DIN: 02183179) as members.

The composition of Audit Committee is over and above the minimum requirement prescribed under the Act, SEBI Listing Regulations and RBI Regulations, of having a minimum of two-thirds of independent directors, including the Chairman. All members of the committee are independent directors possessing financial literacy and expertise in accounting or related financial management related matters.

During FY2024, all recommendations of the Audit Committee were accepted by the Board.

The brief terms of reference and attendance record of members are given in the [Corporate Governance Report](#).

Particulars of Loans, Guarantees or Investments

The Company, being an NBFC registered with the RBI and engaged in the business of investments as its ordinary course of business, is exempt from complying with the provisions of section 186 of the Act with respect to investments. Accordingly, the disclosures of the investments as required under the aforesaid section have not been made in this Report. During the year under review, the Company did not give loans or guarantee to any person including its Directors.

Share Capital

As on 31 March 2024, the paid-up share capital of the Company stood ₹ 111.29 crore consisting of 111,293,510 shares of ₹ 10 each. 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, nor had it granted any stock options during FY2024.

Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023

RBI vide its circular dated 19 October 2023, has introduced Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023 (the 'Master Directions') which now supersedes the existing NBFC–Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

As per the Master Directions, regulatory structure for NBFCs shall comprise of four layers based on their size, activity, and perceived riskiness. NBFCs in the lowest layer shall be known as NBFC – Base Layer (NBFC-BL). NBFCs in middle layer and upper layer shall be known as NBFC – Middle Layer (NBFC-ML) and NBFC – Upper Layer (NBFC-UL), respectively. RBI may, based on the size of an NBFC, classify some of them as NBFC–Top Layer.

In accordance with the Master Directions, NBFCs not availing public funds and not having any customer interface are classified as a Base Layer of the regulatory structure. Considering the nature of business, the Company is categorized under the Base Layer.

Related party transactions

All contracts/arrangements/transactions entered by the Company during FY2024 with the related parties were in compliance with the applicable provisions of the Act and SEBI Listing Regulations. Prior omnibus approval of the Audit Committee was obtained for all related party transactions which were foreseen and repetitive in nature as well as for transactions which were not foreseen and details of which were not available, upto the limits as specified in the SEBI Listing Regulations. Pursuant to the said omnibus approval, details of related party transactions entered into were also reviewed by the Audit Committee on a quarterly basis.

All related party transactions entered during FY2024 were on arm's length basis and in the ordinary course of business of the Company as per the Act and not material under the SEBI Listing Regulations or extant RBI guidelines. None of the transactions required members' prior approval under the Act or SEBI Listing Regulations.

Details of transactions with related parties during FY2024 are provided in the notes to the financial statements. Considering that the Company did not enter into any material related party transactions or any transactions which were not at arms length basis during FY2024, disclosures as per the Act was not required. Hence, the prescribed Form AOC-2 does not form a part of this report.

The Policy on Materiality of and Dealing with Related Party Transactions is placed on the Company's website at <https://www.bhil.in/pdf/Policy%20on%20Materiality%20of%20&%20Dealing%20with%20Related%20Party%20Transactions.pdf> and also forms a part to the [Corporate Governance Report](#).

Succession Planning

The Company has in place a succession planning framework to address anticipated, as well as unscheduled changes in leadership. The plan is revisited, re-evaluated, and updated every year. The key attribute of the plan involves:

- Organisational level Long Range Strategy wherein talent required to fulfil the Company's strategy and annual operating plan is discussed and planned.
- Performance appraisal system which helps identifying people demonstrating leadership behaviours in line with our cultural anchors.
- Talent Management framework is a bi-annual exercise under which a Talent Card is made for every Senior Management team member.
- Job Rotation Policy with the intent of providing movement and enhancements to senior leaders in the organisation.

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 of the Company and the date of this Report.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Conservation of energy

The operations of the Company are not energy intensive. However, the Company has taken, inter alia, following measures to reduce energy consumption:

- Switched from conventional lighting systems to LED lights at Mumbai location; and
- Selecting and designing offices to facilitate maximum natural light utilization.

Technology absorption

The Company, primarily being an investment company and not involved in any industrial or manufacturing activities, has no particulars to report regarding technology absorption as required under section 134 of the Act and Rules made thereunder.

Foreign exchange earnings and outgo

No foreign exchange was earned by the Company during the year under review as well as during the previous year.

The total foreign exchange outflow during the year under review was ₹ 52.82 crore (as against ₹ 45.61 crore during the previous year).

Corporate Social Responsibility (CSR)

As on 31 March 2024, the CSR committee comprise of four directors viz., Dr. Naushad Forbes (DIN: 00630825) as Chairman, Anami N Roy (DIN: 01361110), Sanjiv Bajaj (DIN: 00014615) and Rajiv Bajaj (DIN: 00018262) as members.

Consequent upon completion of Anami N Roy's term, he ceased to be a member of the CSR committee with effect from close of business hours on 31 March 2024.

Detailed information on CSR Policy, its salient features, CSR initiatives undertaken during the year, details pertaining to spent and excess spent amount forms part of 'Annual Report on CSR activities'.

The CSR policy has been hosted on the website of the Company and can be accessed at <https://www.bhil.in/pdf/CSR-Policy.pdf>

'Bajaj Beyond' is the Bajaj Group's new identity for all its corporate social responsibility and charitable programmes with focus on youth skilling. The initiatives will benefit the youth and enable them to take advantage of employment and entrepreneurial opportunities offered by India's growing economy in the years' to come.

Pursuant to Rule 8(1) of Companies (Corporate Social Responsibility Policy) Rules, 2014, Annual report on CSR activities is annexed to this report.

The Chief Financial Officer has certified that the funds disbursed have been utilized for the purpose and in the manner approved by the Board for FY2024.

Formal annual evaluation of the performance of the Board, its Committees and Directors

Pursuant to section 178 of the Act, the NRC and the Board has decided that the evaluation shall be carried out by the Board only and the NRC will only review its implementation and compliance.

Further as per Schedule IV of the Act and provisions of SEBI Listing Regulations, the performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Director being evaluated, on the basis of performance and fulfillment of criteria of independence and their independence from management. On the basis of the report of the performance evaluation, it shall be determined whether to extend or continue the term of appointment of Independent Director.

Further, the NRC and the Board at their meeting held on 30 January 2024, while reviewing the criteria for evaluation, had approved providing for an additional option to the directors for making qualitative assessment on the expectations from other Directors on the Board and Committee processes. The additional option proposed to be provided to the directors were purely voluntary on the part of directors.

Accordingly, the Board has carried out an annual performance evaluation of its own performance, that of its Committees, Chairman and individual Directors.

The manner in which formal annual evaluation of performance was carried out by the Board for the period from 1 January 2023 to 31 December 2023 is given below:

- The NRC at its meeting held on 30 January 2024, reviewed the criteria for evaluation of the Board, its Committees, Chairman and individual directors, which is available on the website of the Company at <https://www.bhil.in/pdf/Board%20Evaluation%20Criteria.pdf>
- Based on the said criteria, a questionnaire-cum-rating sheet was deployed using an IT platform for seeking feedback of the directors with regards to the performance of the Board, its Committees, the Chairman and individual directors. As advised by the NRC and Board, an option for qualitative feedback was introduced. Further, the management was advised to benchmark the processes and criteria with best practices in vogue.
- From the individual ratings received from the directors, a report on summary of ratings in respect of performance evaluation of the Board, its Committees, Chairman and individual directors for the period from 1 January 2023 to 31 December 2023 and a consolidated report thereof, were arrived at.
- The report of performance evaluation so arrived at was then discussed and noted by the Board at its meeting held on 21 March 2024.
- The NRC reviewed the implementation and compliance of the performance evaluation at its meeting held on 21 March 2024.
- During FY2024, the criteria and process followed by the Company was reviewed by the NRC and the Board, which opined to be in compliant with the applicable provisions and found to be satisfactory.

Other than the Chairman of the Board and NRC, no other director had access to the individual ratings given by the directors.

Significant and Material Orders passed by the Regulators or Courts

During FY2024, 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.

Internal audit

The internal audit function provides an independent view to the Board of Directors, the Audit Committee and the Senior Management on the quality and effectiveness of the internal controls, risk management and governance related systems and processes. In line with the RBI's guidelines on Risk Based Internal Audit, the Company has adopted a Risk Based Internal Audit Policy, which is subject to review on an annual basis.

At the beginning of each financial year, an audit plan is rolled out after approval of the Audit Committee.

The Audit Committee quarterly reviews the internal audit reports and the adequacy and effectiveness of internal controls. Significant audit observations, corrective and preventive actions thereon are presented to the Audit Committee on a quarterly basis.

The Committee also has an independent meeting with the internal auditor without the presence of Management.

As per RBI guidelines, quality assurance and improvement program ('QAIP') is required to be carried out at least once a year covering all aspects of internal audit function. Accordingly, QAIP was carried out by an external agency for FY2024 to assess functioning of the internal audit function, adherence to the internal audit policy, objectives and expected outcomes. Similarly, QAIP for FY2025 will be carried out by an external auditing partner.

Internal Financial Controls

The Company has in place adequate financial controls commensurate with its size, scale and complexity of operations with reference to its financial statements. These have been designed to provide reasonable assurance about recording and providing reliable financial information, ensuring integrity in conducting business, accuracy and completeness in maintaining accounting records and prevention and detection of frauds and errors.

The Board is of the opinion that internal financial controls with reference to the financial statements were tested and reported adequate and operating effectively.

Risk Management

Managing risk is fundamental to any business in general and in particular to financial services industry. Considering the nature of business of BHIL, i.e., investments in securities for a long-term horizon, the risk perceived is low as far as the standalone business of BHIL is concerned. However, risks arising out of businesses of the group companies are the key risks of the Company. BHIL has a risk management framework in place which provides an integrated approach for identifying, monitoring and mitigating risks associated with its business and that of its group companies.

Key risks exposure of BHIL includes market risk, credit risk, governance risk, reputation risk and compliance risk. The Risk Management Committee of the Board, assists the Board in monitoring various risks, review and analysis of risk exposures and mitigation plans related to the Company and its group companies.

A Risk Management Policy has been adopted by the Board of Directors which, inter alia, sets out risk strategy, approach and mitigation plans, liquidity risk management and asset liability management.

The group companies have their own risk management frameworks in line with their strategic business operations as appropriate to the industry in which they operate. Business operations of each of the group companies, the risks faced by them and the risk mitigation tools followed by them are reviewed periodically by the Risk Management Committees and the Boards of the respective group companies.

The details of meetings of Risk Management Committee and the members who attended the same are contained in the [Corporate Governance Report](#).

Whistle Blower Policy / Vigil Mechanism

The Company has a Whistle Blower Policy encompassing vigil mechanism pursuant to section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations. The whistle blower framework has been introduced with an aim to provide employees and directors with a safe and confidential channel to share their inputs about such aspects which are adversely impacting their work environment. The Policy/Vigil Mechanism enables directors, employees and other persons to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and leak or suspected leak of unpublished price sensitive information.

During the year under review, there were no complaints received under the above mechanism nor was any employee denied access to the Audit Committee. The Audit Committee reviews the functioning of the Vigil Mechanism/Whistle Blower Policy once a year.

The Whistle Blower Policy is uploaded on the website of the Company and can be accessed at <https://www.bhil.in/pdf/Whistle%20Blower%20Policy.pdf>

RBI guidelines

The Company continues to fulfill all the norms and standards laid down by the RBI pertaining to non-performing assets, capital adequacy, statutory liquidity assets, etc. As against the RBI norm of 15%, the capital adequacy ratio of the Company was 122% as on 31 March 2024. In line with the RBI guidelines for Asset Liability Management (ALM) system for NBFCs, the Company has an Asset Liability Management Committee, which meets twice a year to review its ALM risks and opportunities.

The Company is in compliance with the Governance Guidelines as specified under Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023.

Corporate Governance

Pursuant to the SEBI Listing Regulations, 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](#).

The Managing Director & CEO and the Chief Financial Officer, have certified to the Board with regard to the financial statements and other matters as specified under the SEBI Listing Regulations.

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

Business Responsibility and Sustainability Reporting (BRSR)

Pursuant to amendment in SEBI Listing Regulations, top 1,000 listed entities based on market capitalization are required to submit a BRSR with effect from FY2023.

Further, pursuant to SEBI Circular dated 12 July 2023, top 150 listed entities by market capitalisation shall mandatorily undertake reasonable assurance of BRSR Core as per the format specified therein. The BRSR Core is a sub-set of the BRSR, consisting of a set of Key Performance Indicators under nine ESG attributes.

In compliance with the above, the Company has appointed DNV Business Assurance India Pvt. Ltd. (DNV) as the assurance provider to undertake reasonable assurance of BRSR Core for FY2024. The assurance report of DNV form a part of the annual report.

The Company has adopted a Policy on BRSR. A detailed BRSR in the format prescribed by SEBI along with the assurance report of BRSR Core by DNV will be hosted on Company's website and can be accessed at <https://www.bhil.in/investors.html#url-annual-reports>

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.

Auditors and Auditors' Report

Statutory Auditors

Pursuant to the provisions of RBI Guidelines dated 27 April 2021 on Appointment of Statutory Auditors, the members of the Company, on the basis of recommendation of the Audit Committee and Board, by way of Postal Ballot, had approved appointment of Kalyaniwalla & Mistry LLP (Firm Registration No. 104607W / W100166) as Statutory Auditors effective from 17 November 2021 till conclusion of 77th AGM. Further, the members at 77th AGM held on 28 July 2022, had approved their continuation/re-appointment as Statutory Auditor for remaining term of two years, from the conclusion of the 77th AGM till the conclusion of the 79th AGM, i.e., for the financial year ending 31 March 2023 and 31 March 2024.

By virtue of the aforesaid Guidelines and based on the recommendation of Audit Committee and Board, the members had also approved the appointment of NBS & Co. (Firm Registration No. 110100W) as Joint Statutory Auditors for a term of three years i.e., from the conclusion of the 77th AGM till the conclusion of the 80th AGM to conduct audit of the financial statements of the Company for the year ending 31 March 2023, 31 March 2024 and 31 March 2025.

Considering that the term of Kalyaniwalla & Mistry LLP is coming to an end on the conclusion of the ensuing 79th AGM of the Company, the Board at its meeting held on 26 April 2024, based on the recommendation of the Audit Committee, considered and approved the appointment of P G Bhagwat LLP, (Firm Registration No. 101118W/W100682), as one of the Joint Statutory Auditors of the Company to conduct audit of the financial statements of the Company for a term of three years commencing from the conclusion of 79th AGM till the conclusion of 82nd AGM i.e. for the financial year ending 31 March 2025, 31 March 2026 and 31 March 2027, subject to the approval of the members at the ensuing AGM.

The report of the Joint Statutory Auditors on the standalone financial statements does not contain any qualification, reservation, adverse remark or disclaimer.

The report of the Joint Statutory Auditors on the consolidated financial statements does not contain any qualification, reservation, adverse remark or disclaimer, except as mentioned under the heading 'Report on other legal and regulatory requirements', Sr. no. 1(i)(vi). The same has been adequately explained in note no. 32A(2) to the consolidated financial statements.

Secretarial Auditor

Pursuant to the provisions of section 204 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587, CP No. 572) to undertake the secretarial audit of the Company.

A report from the secretarial auditor in the prescribed Form MR-3 is annexed to this Report. It does not contain any qualification, reservation, adverse remark or disclaimer made by secretarial auditor.

Pursuant to Regulation 24A(2) of the SEBI Listing Regulations, a report on secretarial compliance has been issued by Shyamprasad D Limaye for the financial year ended 31 March 2024 and the same is being submitted to stock exchanges. There are no observations, reservations or qualifications in the said report. The report will be made available on the website of the Company at <https://www.bhil.in/investors.html#url-stock-exchange-intimations>

Since, the auditors i.e. Joint statutory auditors and secretarial auditor have not reported any matter under section 143(12) of the Act, no detail is required to be disclosed under section 134(3)ca of the Act.

Other Statutory disclosures

- The financial results of the Company are placed on the website of the Company at <https://www.bhil.in/investors.html#url-financial-results-press-release> and the audited financial statements of its subsidiaries are placed on the website of the Company at <https://www.bhil.in/investors.html#url-annual-reports>
- Details as required under the provisions of section 197(12) of the Companies Act, 2013, read with rule 5(1) of the 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 as required under the provisions of section 197(12) of the Act read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, will be made available to any member by way of email upon request, as per provisions of section 136(1) of the said Act.

- The Managing Director & CEO will be entitled to remuneration by way of a sitting fee, in his capacity as a Non-executive director of Maharashtra Scooters Ltd., a subsidiary of the Company during FY2025.
- Pursuant to RBI Master Direction-Information Technology Framework for the NBFC sector, the Company has constituted an IT Strategy Committee to review the IT strategies in line with the corporate strategies, board policy reviews, cyber security arrangements and any other matter related to IT governance.
- 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.
- The Company has a gender neutral policy on prevention of sexual harassment at the workplace. The Company has also complied with the provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no case reported during the year under review.
- There is no change in the nature of business of the Company during FY2024.
- Neither any application was made, nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 against the Company. Further, the Company had not made any one-time settlement with banks or financial institutions during FY2024.
- The Company has not accepted any fixed deposits under Chapter V of the Companies Act, 2013 and as such no amount of principal and interest were outstanding as on 31 March 2024.
- During FY2024, the Company had not borrowed any funds from any banks or Financial Institutions.
- No binding agreements were entered into by the Company with the Promoters/ Promoter group/ other persons mentioned in clause 5A of Part A of Schedule III of the SEBI Listing Regulations during FY2024.

Acknowledgement

The Board of Directors places its gratitude and appreciation for the support and cooperation from its members, the RBI, other regulators and banks.

The Board of Directors also places on record its sincere appreciation for the commitment and hard work put in by the Management and the employees of the Company, its subsidiaries and associates and thank them for yet another excellent year of performance.

On behalf of the Board of Directors

Shekhar Bajaj
Chairman
DIN: 00089358

Pune: 26 April 2024

Annual Report on CSR activities for the financial year ended 31 March 2024

1. Brief outline of Company's CSR Policy

Introduction

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 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 India's next generation, mainly, in the areas of skilling, health and education. Additionally, the Group supports creation of healthcare and other infrastructure and relief efforts in response to natural calamities and pandemics. 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 work towards 'Activating Lives'.

'Bajaj Beyond' is the Bajaj Group's new identity for all its corporate social responsibility and charitable programmes with focus on youth skilling. The initiatives will benefit the youth and enable them to take advantage of employment and entrepreneurial opportunities offered by India's growing economy in the years' to come.

Guiding principles:

The Bajaj Group believes that social investments should:

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

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 was approved and adopted by the Board of Directors in its meeting held on 29 April 2021. The Policy, inter alia, covers the following:

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

2. Composition of CSR Committee:

Sr. No.	Name of Committee members	Designation	Number of meetings of CSR Committee held during the year	Number of meetings entitled to attend	Number of meetings attended during the year
1.	Dr. Naushad Forbes	Chairman	2	2	2
2.	Anami N Roy *	Member	2	2	2
3.	Sanjiv Bajaj	Member	2	2	2
4.	Rajiv Bajaj **	Member	2	1	0

* Consequent upon the completion of term of Anami N Roy w.e.f. the closing business hours on 31 March 2024, he also ceased to be a member of CSR committee.

** Inducted as a member of the Committee w.e.f. 16 September 2023.

3. Web-link where the following are disclosed on the website of the Company
Composition of CSR Committee

<https://www.bhil.in/people.html#url-committees-of-the-board>

CSR Policy

<https://www.bhil.in/pdf/CSR-Policy.pdf>

CSR projects approved by the Board

<https://www.bhil.in/investors.html#url-corporate-social-responsibility-information>

4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable

The executive summaries of the CSR projects are annexed to this report. The full report is hosted on Company's website and can be accessed at <https://www.bhil.in/investors.html#url-corporate-social-responsibility-information>

- | | | |
|--------|---|------------------|
| 5. (a) | Average net profit of the Company as per sub-section (5) of section 135 | : ₹ 480.18 crore |
| (b) | Two percent of average net profit of the Company as per sub-section (5) of section 135 | : ₹ 9.60 crore |
| (c) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years | : Nil |
| (d) | Amount required to be set-off for the financial year, if any | : ₹ 1.10 crore |
| (e) | Total CSR obligation for the financial year [(b)+(c)-(d)] | : ₹ 8.50 crore |
| 6. (a) | Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) | : ₹ 10.72 crore |
| (b) | Amount spent in Administrative Overheads | : Nil |
| (c) | Amount spent on Impact Assessment, if applicable | : NA |
| (d) | Total amount spent for the Financial Year [(a)+(b)+(c)] | : ₹ 10.72 crore |
| (e) | CSR amount spent or unspent for the financial year | : Nil |

Amount Unspent (in ₹.)

Total Amount Spent for the financial year (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 sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 10.72 crore			Nil		

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
(i)	Total CSR obligation for the financial year	8.50 crore
(ii)	Total amount spent for the Financial Year	10.72 crore
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	2.22 crore
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	2.15 crore

* Set-off considered less than excess amount spent

7. **Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in The Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	FY-1 FY 2020-21	-	-	-	-	-	-	-
2	FY-2 FY 2021-22	2.40 crore	-	2.40 crore	-	-	-	-
3	FY-3 FY 2022-23	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: NA

Sanjiv Bajaj
Managing Director & CEO
(DIN: 00014615)

Dr. Naushad Forbes
Chairman of CSR Committee
(DIN: 00630825)

Pune: 26 April 2024

ANNEXURE TO ANNUAL REPORT ON CSR ACTIVITIES

Impact Assessment Executive Summary

Sr. No.	Implementing Agency (NGO)	Project Name	Duration of the project	Project Amount (₹ in Crore)	Impact Assessment Agency	Impact in brief	Project Number
1	Jankidevi Bajaj Gram Vikas Sanstha	Creation of COVID response fund in JBGVS	Mar 2021- Mar 2022	1.50	CSRBOX	<p>The relief support enhanced emergency healthcare services and Covid response capacity in the respective regions. Some of the outcomes achieved were:</p> <ul style="list-style-type: none"> • 09 oxygen plants set up across Maharashtra, Rajasthan and Uttarakhand • 01 ambulance provided at Mahalunge • 01 ECMO machine at Jaipur hospital • 8175 vulnerable beneficiaries received vaccines • 40,000 dry ration kits to auto drivers in Mumbai, Pune, Hyderabad and Kolkata • 20,000 dry ration kits in Udham Singhnagar 	10319
2.	Jankidevi Bajaj Gram Vikas Sanstha	COVID Immunization for Bottom of Pyramid in Pune	Nov 2021 - Feb 2022	2.29	CSRBOX	<p>Under the larger program, 8,90,000 doses of Covishield vaccines were administered across Pune and Aurangabad.</p> <p>The long-term health impact of the vaccination drive includes improved population health, avoiding long-term COVID-19 complications, and a stronger healthcare infrastructure.</p>	10402
3	Janarth Adivasi Vikas Sanstha	Improving nutrition of children and women	Dec2017- Jan 2021	1.00	CSRBOX	<p>The long-term impact of the project includes increased awareness about ICDS services, with 97% of MAM/SAM parents aware of immunization services. Poshan Kruti Gat, a community nutrition initiative, received positive feedback, with 87% of lactating mothers finding it very informative. Over 75% of SAM/MAM parents and 84% of lactating/pregnant women report a significant positive change, indicating program effectiveness.</p>	10164
4	Yuva Mitra	Building Resilient Ecosystem Against Malnutrition	Dec 2017 - Mar 2021	1.50	CSRBOX	<p>5000+ beneficiaries in Palghar were trained through the program. Long-term changes in malnutrition rates and nutritional behaviors were observed within the community, and reductions in malnutrition-related illnesses and health complications. As part of the program, 100% provision of necessary vaccinations and supplements was ensured, 86% beneficiaries were provided with kitchen gardens and 70% with soak pits. Further lifeskill development training was also provided.</p>	10168
5	Vidya Bhawan Society	Support for upgrading infrastructure in Vidya Bhawan institutions	Mar 2019 - May 2021	1.76	CSRBOX	<p>The school upgradation impacted around 400 students. A majority of the stakeholders showed a high level of satisfaction with the new infrastructure. With the construction of new classrooms, library, community spaces and other amenities, the student strength increased from 300 to 426. The utilization of library, mess, community spaces, etc. increased significantly.</p>	10238

Remuneration Details under rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (as amended), for the year ended 31 March 2024

Name of Director/KMP	Ratio of remuneration of director to median remuneration of employees	% increase in remuneration for FY2024
(A) Managing Director		
Sanjiv Bajaj - Managing Director & CEO		3.21
(B) Non-Executive directors¹		
Shekhar Bajaj	0.27	N.A.
Niraj Bajaj	0.40	N.A.
D J Balaji Rao ²	0.22	N.A.
Dr. Naushad Forbes	0.66	N.A.
Anami N Roy	0.27	N.A.
Pradip Shah	0.58	N.A.
Dr. Arindam Bhattacharya	0.80	N.A.
Dr. Vidya Yeravdekar	0.53	N.A.
Rajiv Bajaj	0.27	N.A.
Madhur Bajaj	0.22	N.A.
Manish Kejriwal	0.31	N.A.
Abhinav Bindra ³	0.04	N.A.
(C) Key Managerial Personnel		
Sanjiv Bajaj, Managing Director & CEO	-	3.21
Anant Marathe, CFO		5.06
Sriram Subbramaniam, CS		24.81
(D) Remuneration of Median employee (other than whole-time directors)		20.95
(E) Permanent employees of the Company as on 31 March 2024		19

- 1) a. Remuneration payable to non-executive directors/ independent directors is based on the number of meetings of the Board and its Committees attended by them as members during the year. The amount of commission payable to non-executive directors for FY2024 is fixed at ₹ 300,000/- per meeting. The same shall be payable after the Annual Accounts are approved by the Members at the Annual General meeting scheduled on 24 July 2024. The amount of Commission was increased from ₹ 200,000/- per meeting to ₹ 300,000/- per meeting from FY2024. Considering, a fixed commission being payable to directors on the basis of attendance at the meeting(s), the same is mentioned as N.A.
- b. Remuneration to directors does not include sitting fees paid to them for attending Board/ Committee meetings
- 2) D J Balaji Rao ceased to be an Independent Director of the Company consequent upon his sad demise in November 2023
- 3) Abhinav Bindra has been appointed as an Independent Director of the Company w.e.f. 1 February 2024
- 4) The term 'Permanent employees' does not include trainees, probationers and contract employees.
- 5) During FY2024, average increase in salary of employees other than Managing director is 11.97%.
- 6) The remuneration paid as above was as per the Remuneration Policy of the Company.

Secretarial audit report (Form no. MR-3)

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014] for the financial year ended 31 March, 2024.

To the Members,
Bajaj Holdings & Investment Limited,
(CIN: L65100PN1945PLC004656)
Mumbai-Pune Road,
Akurdi, Pune - 411035.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by Bajaj Holdings & Investment Limited. (hereinafter called as 'the Company'). 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 authorized 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 31 March, 2024, complied with the applicable statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent, in the manner and 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 31 March, 2024, according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable: -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- 6) Rules, Regulations, Guidelines and Directions issued by the Reserve Bank of India for Non-Deposit taking NBFCs; as specifically applicable to 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 Limited (BSE) and National Stock Exchange of India Limited (NSE) 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, directions, guidelines, standards, etc. mentioned above, wherever applicable.

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 one woman independent director. There were no changes in the composition of the Board of Directors, during the period under review.

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 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 Company's affairs.

Shyamprasad D Limaye
FCS 1587 CP 572
UDIN: F001587F000247228

Place: Pune
Date: 26/04/2024

Annexure to secretarial audit report

To,
The Members,
Bajaj Holdings & Investment Limited,
Mumbai-Pune Road,
Akurdi, Pune 411035.

My Secretarial Audit Report for Financial Year ended 31 March 2024 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 Account of the Company.
4. Where ever 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.

Shyamprasad D Limaye
FCS 1587 CP 572

Place: Pune
Date: 26/04/2024

Independent auditor's certificate on corporate governance

To The Members

Bajaj Holdings & Investment Limited

1. This Certificate has been issued in accordance with the terms of our engagement letter dated 7 September 2022.
2. We have examined the compliance of conditions of Corporate Governance by Bajaj Holdings & Investment Limited, ("the Company"), for the financial year ended March 31, 2024, as stipulated in Regulation 17 to 27 and 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) Regulation, 2015, as amended from time to time ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the management including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance as stipulated in the Listing Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations referred to in paragraph 2 above for the year ended March 31, 2024.
5. Our responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
6. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
7. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), the Standards on Auditing specified under section 143 (10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. 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.

Opinion

9. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Regulations as applicable during the year ended March 31, 2024.
10. We further state that such compliance 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.

Restrictions on use:

11. This Certificate is addressed and provided to the members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations 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.

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration Number: 104607W/W100166

Anil A Kulkarni
Partner
ICAI Membership Number: 047576
UDIN: 24047576BKBJHR2475

Pune: 26 April 2024
Certificate No: XBH013

Certificate by Practising Company Secretary

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

In the matter of Bajaj Holdings & Investment Ltd. (CIN: L65100PN1945PLC004656) having its registered Office at Bajaj Auto Ltd. Complex, 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,

I certify that the following persons are Directors of the Company (during 01/04/2023 to 31/03/2024) 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	Shekhar Bajaj	00089358	Chairman and Non-Executive Director
2	Nirajkumar Ramkrishnaji Bajaj	00028261	Vice-Chairman, Non-Executive Director
3	Rajivnayan Rahulkumar Bajaj	00018262	Vice-Chairman, Non-Executive Director
4	Sanjivnayan Rahulkumar Bajaj	00014615	Managing Director & CEO
5	Madhur Ramkrishnaji Bajaj	00014593	Non-Executive Director
6	Manish Santoshkumar Kejriwal	00040055	Non-Executive Director
7	Balaji Rao Jagannathrao Doveton*	00025254	Independent Director
8	Dr. Naushad Darius Forbes	00630825	Independent Director
9	Anami Narayan Prema Roy	01361110	Independent Director
10	Pradip Panalal Shah	00066242	Independent Director
11	Dr. Arindam Kumar Bhattacharya	01570746	Independent Director
12	Dr. Vidya Rajiv Yeravdekar	02183179	Independent Director
13	Abhinav Bindra	00929250	Independent Director

* Balaji Rao Jagannathrao Doveton expired on 28th November, 2023 and ceased to be a director of the Company w.e.f. 28th November, 2023.

Shyamprasad D Limaye
FCS 1587 CP No 572
UDIN: F001587F000247261

Place: Pune
Date: 26/04/2024

Management Discussion and Analysis

Background

Bajaj Holdings & Investment Ltd. ('BHIL' or 'the Company') is registered with the Reserve Bank of India as a Non-Banking Financial Company – Investment and Credit Company (NBFC-ICC). As per RBI's 'Scale Based Regulations' (SBR), the Company is classified as NBFC – Base Layer (NBFC-BL).

BHIL is a part of BSE 100 and Nifty 100 index of top 100 companies listed in India. Recently, BHIL briefly crossed market capitalisation of ₹ 100,000 crore.

BHIL is essentially a holding and investment company and does not have any other operations of its own. The Company's investments consist of:

- a. *Strategic investments* in group companies and
 - b. *Financial investments* in capital markets and investment in properties.
- a. Strategic investments in group companies:

As on 31 March 2024, BHIL and its subsidiaries, held strategic stakes of

- 36.68% in Bajaj Auto Ltd. (BAL),
- 41.56% in Bajaj Finserv Ltd. (BFS),
- 51% in Maharashtra Scooters Ltd. (MSL), and
- other group companies such as Bajaj Electricals Ltd., Bajel Projects Ltd., Mukand Ltd. and Hercules Hoists Ltd.

- b. Financial investments in capital markets and investment in properties:

As on 31 March 2024, the Company held investments in equity and debt securities and investment in properties to the tune of ₹ 14,078 crore at market value.

The market value of the investment portfolio comprising of strategic and financial investments of BHIL stood at ₹ 210,707 crore as compared to cost of ₹ 12,559 crore as on 31 March 2024.

BAL which manufactures and sells motorcycles and commercial vehicles, is 'The World's Favourite Indian'. It participates in the electric vehicle market through its 100% subsidiary Chetak Technology Ltd.

Through its 49.90% holding in Pierer Bajaj AG, it has a tie-up with premium European motorcycle brands KTM and Husqvarna. Further, it has a partnership with the largest British motorcycle brand Triumph. BAL recently set up a wholly owned captive finance subsidiary established exclusively for financing two and three-wheelers manufactured by BAL and its subsidiaries.

Bajaj Finserv endeavours to be a financial services lifecycle partner to every Indian. It participates in the consumer finance and lending business through its 51.34% holding in Bajaj Finance Ltd. (BFL); in the protection and savings businesses through its 74% holding in two unlisted subsidiaries, Bajaj Allianz General Insurance Company Ltd. (BAGIC) and Bajaj Allianz Life Insurance Company Ltd. (BALIC) and in the mutual funds business through its wholly owned subsidiary, Bajaj Finserv Asset Management Ltd. BFS also has other subsidiaries – a digital marketplace for loans, insurance and investments and a digital health tech venture. BFL has two subsidiaries – Bajaj Housing Finance Ltd., one of the largest housing finance companies in the private sector and Bajaj Financial Securities Ltd., a digitally led stock broking company.

BFS and BFL are included in the benchmark BSE Sensex and Nifty 50 index of large cap stocks, while BAL is included in Nifty 50 index. MSL is listed too.

The two large associate companies of BHIL continue to grow resulting in a market capitalisation of ₹ 255,307 crore and ₹ 262,243 crore for BAL and BFS respectively as on 31 March 2024. The annualised return of BAL and BFS since initial listing 16 years ago stood at 23.5% and 24.9% respectively as compared to 9.8% of Sensex for the corresponding period – a commendable long-term growth. Notably, BAL recorded 132% return during FY2024.

As an investment holding company, BHIL seeks to reward its shareholders by distributing a large part of the dividends it receives from its associate companies while participating in their value creation. Over the last three years, BHIL has further increased the distribution of dividend to its shareholders. The strong financial position after considering various factors including investments (other than strategic investments) available with BHIL, requirements of funds for strategic purposes and performance of associates has allowed the Company to grow the dividend payouts.

BHIL has delivered significant value to its shareholders through dividend and capital appreciation over various time-horizons. Over 5 and 10 years, return is 19.4% p.a. and 23.4% p.a. respectively and further dividend yield is about 2% p.a.

Economy and markets

In Financial Year 2023-24 (FY2024) the Indian economy showed remarkable resilience and growth, amidst a challenging global landscape. The year witnessed a real GDP growth estimated at 7.6% by the National Statistical Office, driven by robust domestic demand and substantial improvements in industrial and service sectors. Key indicators such as the manufacturing PMI reached a 16-year high at 59.1, and the services PMI also reported strong readings, enhancing economic optimism.

Fiscal management remained a priority of the Government, with a concerted focus on capital expenditures. Real Gross Fixed Capital Formation (GFCF) observed a year-on-year growth of 10.2% for 9M FY2024, reflecting the Government's aggressive push towards bolstering infrastructure which is critical for long-term economic stability. The fiscal deficit was efficiently managed at around 5.8% of GDP, aligning with stated fiscal strategies and maintaining economic stability.

The RBI kept the repo rate steady at 6.5% throughout the year, a decision aimed at balancing inflation control with the need to support economic growth. Inflation remained at an average of 5.4% over the fiscal year, within the target range set by the RBI, demonstrating effective monetary policy management in a volatile global economic environment.

In FY2024, the Indian equity market demonstrated a cautiously optimistic outlook. The benchmark Nifty index rose by 29% while broader indices like the NSE500, and the Mid-cap, and Small-cap indices performed even better and gained 39%, 57%, and 63% respectively. This growth was bolstered by strong domestic investments and positive Foreign Institutional Investor inflows, which reinstated confidence in the Indian economy's fundamentals.

Sector-wise, Real Estate led with an unprecedented growth of about 133%, followed by Utilities and PSU Banks. Despite challenges such as budget cuts and layoffs in the tech sector, IT sector managed to grow by 22%. The FMCG sector grew by 18%, showing resilience amid a rural demand slowdown. This broad-based growth across sectors underscores the dynamic nature of India's equity market, which continues to attract substantial domestic and international investment.

The Indian bond markets remained stable but under pressure, amidst high government balances and negative banking system liquidity. The RBI effectively maintained tight system liquidity for a major part of FY2024 to allow monetary policy transmission of 250bps rate hikes done in FY2023.

FY2024 has been a testament to the resilience and strategic agility of the Indian economy. India has navigated the complexities of a dynamic global economic environment successfully. As we look to FY2025, we expect India to capitalise on emerging opportunities while continuing to mitigate risks through careful planning and policy measures. This balanced approach is expected to sustain India's growth trajectory and enhance shareholder value in the coming years.

Performance Highlights

Particulars	(₹ In Crore)	
	FY2024	FY2023
Standalone		
Total income	3,175.69	1,937.01
Profit for the year	2,896.46	1,711.58
Investments, at cost	12,559	10,542
Investments, at market value	210,707	132,034
Equity	18,835	15,665
Consolidated		
Total income*	1,713.46	527.35
Profit for the year	7,267.21	4,850.52

* Consolidated income is lower than standalone income due to elimination of intercompany dividends.

The Company recorded an all-time high consolidated profit for the year of ₹ 7,267.21 crore in FY2024 v/s ₹ 4,850.52 crore in FY2023, on the back of a strong performance by the group companies.

Standalone results

BHIL's focus is on earning income through dividends, interest and profits on investments held. The standalone results are given below:

Table 1: Standalone financials of BHIL

Particulars	(₹ In Crore)	
	FY2024	FY2023
[a] Statement of profit and loss		
Interest on debt securities	292.66	254.77
Dividend		
From associates and subsidiaries	1,503.12	1,484.02
From others	106.89	85.00
Profit on sale of debt securities (net)	35.32	30.08
Rent from investment property	20.45	18.37
Profit on buyback of equity shares	1,153.47	-
Others	63.78	64.77
Total income	3,175.69	1,937.01
Total expenses	154.87	158.16
Profit before tax	3,020.82	1,778.85
Tax expense	124.36	67.27
Profit for the year	2,896.46	1,711.58
[b] Other comprehensive income		
Fair value change on equity instruments	1,864.04	135.89
Other comprehensive income, net of tax	1,642.14	68.29
[c] Total comprehensive income (a+b)	4,538.60	1,779.87

Like other shareholders, BHIL too tendered equity shares in buyback by Bajaj Auto Ltd. resulting in profit on buyback of ₹ 1,153.47 crore. Hence total income and profit of the Company for FY2024 is significantly higher than FY2023.

As required by Ind AS, equity investments in associates and subsidiaries are carried at cost. Considering the Company's business model, mark to market gain/loss on other equity investments and a significant part of debt securities of BHIL are reflected in other comprehensive income and not in statement of profit and loss.

BHIL's mark to market gain on equity investments for FY2024 stood at ₹ 1,864.04 crore as compared to mark to market gain of ₹ 135.89 crore for FY2023. This gain is reflected in other comprehensive income.

Realised profit on sale of equity investments was ₹ 352.77 crore in FY2024 as compared to ₹ 238.39 crore during FY2023.

Investments

Over the years, BHIL's investments have reached a significant size.

Its strategic shareholdings in BAL, BFS and MSL have increased from 30%, 30% and 24% to 36.68%, 41.56% and 51% respectively over last 16 years.

Its financial investments have crossed ₹ 14,000 crore at market value. It does not have significant liabilities and has no constraints of Asset Liability Management.

Over last three years, it has distributed significant part of its profits. From this position of strength, BHIL seeks to gradually grow its portfolio with long-term orientation in its investments.

The objective of BHIL's financial investments portfolio is to balance risk whilst maximising return. The Company has a Board approved investment policy prescribing that a minimum of 35% of surplus funds at cost (excluding strategic investments) is to be invested in debt instruments and a maximum of 65% of surplus funds at cost (excluding strategic investments) is to be invested in equity and equity linked instruments. For maximising return in line with market movements, the Company monitors these limits at market value, too.

The investment portfolio is managed by an Investment Committee comprising the members of the Management. The Committee meets at least once a month. The Company also has a professional team of fund managers, research and credit analysts, that is led by the Chief Investment Officer. Research analysts are devoted to various sectors in listed space and separately for private equity. Risk Management Committee too has oversight over the investment portfolio of the Company.

The investment portfolio of the Company is set out in Table 2.

Table 2: Position of investments held by the Company

Particulars	FY2024			FY2023		
	Cost	Market value	% to Total surplus (At cost)	Cost	Market value	% to Total surplus (At cost)
a. Strategic investments - equities	3,150	196,629		3,173	121,204	
b. Financial investments						
b.1. Investments in equity instruments						
Other listed equities	3,075	6,671	33.28	2,282	4,841	31.71
Unlisted equities and AIFs	512	1,462	5.54	669	1,512	9.30
subtotal	3,587	8,133	38.82	2,951	6,353	41.01
b.2. Investments in debt instruments						
Debentures and bonds	2,246	2,229	24.31	1,880	1,856	26.13
Government securities	473	465	5.12	673	656	9.35
Mutual funds	1,207	1,225	13.08	1,199	1,184	16.67
Certificate of deposits	1,725	1,725	18.67	492	492	6.84
subtotal	5,651	5,644	61.18	4,244	4,188	58.99
Total (b.1.+b.2.)	9,238	13,777	100.00	7,195	10,541	100.00
c. Investment in properties (cost net of depreciation)	171	301		174	289	
d. Grand total (a+b+c)	12,559	210,707		10,542	132,034	

Investments in equity instruments

Strategic/group investments

BHIL holds strategic/group investments, as set out in Table 3.

Table 3: Position of strategic/group investments held by the Company as on 31 March 2024

(₹ In Crore)

Equity shares held in	FY2024		FY2023	
	Cost	Market value	Cost	Market value
[a] Bajaj Auto Ltd.	1,906.25	87,408.06	1,929.79	37,576.05
[b] Bajaj Finserv Ltd.	743.82	102,435.22	743.82	78,920.95
[c] Investments in other group companies				
Bajaj Auto Holdings Ltd.	0.25	0.25	0.25	0.25
Maharashtra Scooters Ltd.	239.49	4,179.28	239.49	2,467.43
Bajaj Electricals Ltd.	143.92	1,736.96	214.58	2,013.00
Bajel Projects Ltd.*	70.66	411.82	-	-
Mukand Ltd.	32.98	120.99	32.98	114.73
Hercules Hoists Ltd.	12.34	336.90	12.34	111.52
Subtotal	499.64	6,786.20	499.64	4,706.93
Total	3,149.71	196,629.48	3,173.25	121,203.93

* Demerged from Bajaj Electricals Ltd.

Other equity investments

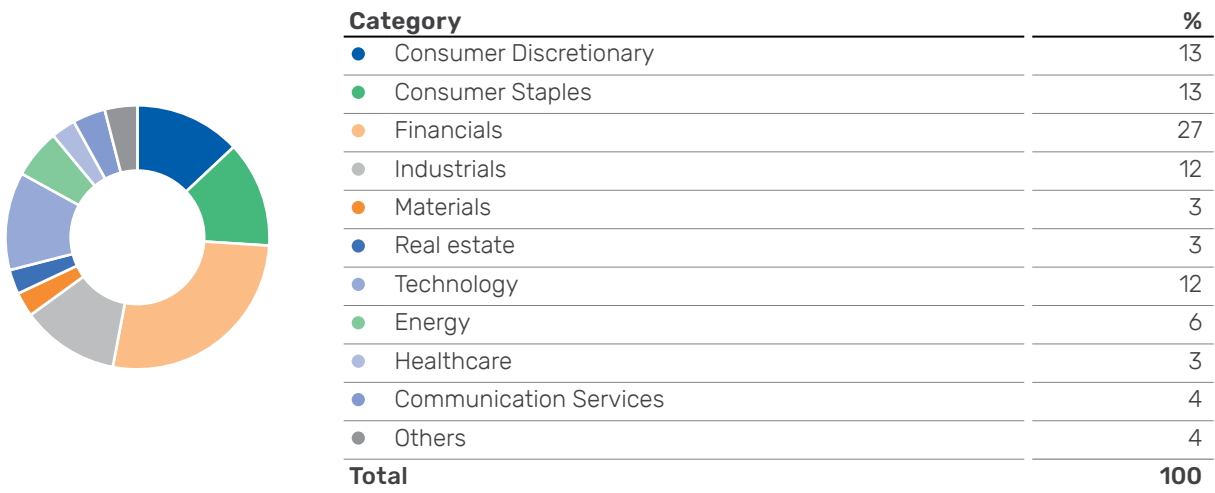
BHIL invests in equities normally with a 5-year holding horizon or longer, based on its views on future growth potential from public equity markets as well as opportunities in the private equity space. This helps in managing the liquidity risk while generating adequate returns.

At cost, BHIL's exposure to other equities has increased to 44% by end of FY2024 from 41% in FY2023 of the surplus funds. At market value, exposure to other equities was around 65%. The numbers for FY2024 are after adjusting for proceeds on buyback of equity shares, which were received in March 2024.

BHIL has made gross equity purchases of ₹ 1,000 crore in FY2024. Subject to the views on equity market valuations, it intends to increase allocation to equities to the limit as per Investment Policy.

Chart A below shows the sector specific stock allocation as on 31 March 2024.

Chart A: Sectoral allocation of other equity investments (at cost)



BHIL's other equities portfolio comprises of its investments in listed and unlisted entities. Investments in listed entities dominate the pie with an 86% share of other equity investments, at cost.

The unlisted entities wherein BHIL continues to remain invested are National Stock Exchange (NSE) and Fabindia Ltd.

BHIL's other equities portfolio generated a return of 24% for FY2024, almost in line with the Sensex. BHIL's unlisted equity investments and PE Funds delivered lower than Sensex returns. The situation was quite the opposite in the last year, when unlisted equities delivered higher returns than listed equities. This underpins the rationale of investing in both listed and unlisted equities.

BHIL's other equities portfolio has a track record of outperforming the Sensex over multi-year horizons (3/5/10 years) by 3 to 5% p.a.

Chart B: Composition of equity investments (at cost)



Category	%
Other unlisted equities/AIFs	7
Other listed equities	46
Strategic/group investments	47
Total	100

Investments in debt instruments

At BHIL, we have made our debt investments using the philosophy of optimising risk-adjusted returns by investing in high quality credit assets, managing interest rate risk, and minimising liquidity risk.

Inflation has remained under control with supply chain issues being addressed by the Government, and with demand side issues being tackled by RBI through tight liquidity and high repo rates for majority of FY2024.

Fiscal consolidation is improving at a much faster pace than anticipated, as the Government aims to adhere to revised fiscal deficit target of 5.8% for FY2024. India's current account deficit has remained under control as schemes like Production Linked Incentive (PLI) have improved exports and reduced dependency on imports.

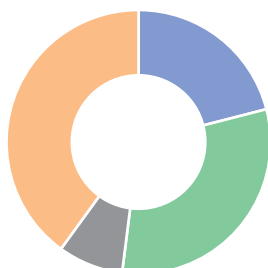
In the backdrop of this macro-economic stability, duration spreads and credit spreads were thin.

Due to above market factors, some of BHIL's funds were incrementally invested in the 3-year segment to capture higher yields, through AAA private credits. The strategy was to gain higher accruals in the portfolio through interest income while remaining protected from probable hardening of yields.

For FY2024, BHIL's total return (realised and unrealised) was 7.7% compared to CRISIL Bond Index return of 8.3%. At the year-end FY2024, BHIL's portfolio yield was 7.2% with average maturity of 2.0 years.

Break-up of fixed income investments is presented in Chart C given below:

Chart C: Composition of debt investments (at cost)



Category	%
Mutual funds	21
Certificate of deposits	31
Government securities	8
Debentures and bonds	40
Total	100

Consolidated results

Consolidated financial results include consolidated results of the companies shown in Table 4.

Table 4: Consolidated entity – Bajaj Holdings & Investment Ltd.

Name of the company	% shareholding and voting power of BHIL and its subsidiaries	Consolidated as
a. Bajaj Auto Ltd. (BAL)	36.68%*	Associate
b. Bajaj Finserv Ltd. (BFS)	41.56%	Associate
c. Bajaj Auto Holdings Ltd. (BAHL)	100%	Subsidiary
d. Maharashtra Scooters Ltd. (MSL)	51%	Subsidiary

* Equity pickup of BHIL share in BAL's profit is net of elimination of cross-holding of BAL in BHIL of 3.14%

Bajaj Auto consolidates its 49.90% stake in Pierer Bajaj AG.

Bajaj Finserv's consolidated results include results of its lending arm Bajaj Finance Ltd. (BFL) and its two insurance subsidiaries – Bajaj Allianz General Insurance Company Ltd. (BAGIC) and Bajaj Allianz Life Insurance Company Ltd. (BALIC).

On a consolidated basis, BHIL recorded an all-time high profit for the year of ₹ 7,267.21 crore v/s ₹ 4,850.52 crore, on the back of a strong performance by the group companies. More specifically, it was aided by excellent performance of BFL and BAL. The intercompany dividends received by BHIL and its subsidiaries, are eliminated in the consolidated results.

Table 5: Consolidated financials of BHIL

Particulars	(₹ In Crore)	
	FY2024	FY2023
Total income	1,713.46	527.35
Share of profit of associates	5,955.30	4,667.01
Profit before tax	7,492.51	5,011.51
Profit for the year attributable to BHIL	7,267.21	4,850.52
Other comprehensive income, net of tax	3,653.89	(1,436.61)
Total comprehensive income attributable to BHIL	10,921.10	3,413.91

Results of subsidiaries and associates

Subsidiaries

Bajaj Auto Holdings Ltd. (BAHL)

The financials of BAHL are given below:

Table 6: Financials of BAHL

Particulars	(₹ In Crore)	
	FY2024	FY2023
Total income	2.23	1.41
Profit before tax	2.21	1.39
Profit for the year	1.82	1.15
Profit attributable to BHIL (100%)	1.82	1.15

Maharashtra Scooters Ltd. (MSL)

The financials of MSL are given below:

Table 7: Financials of MSL

Particulars	(₹ In Crore)	
	FY2024	FY2023
Total income	223.54	217.75
Profit before tax	202.16	193.08
Profit for the year	199.31	195.29
Profit attributable to BHIL (51%)	101.61	99.60

Associates

Bajaj Auto Ltd. (BAL)

The consolidated financials of BAL are given below:

Table 8: Consolidated financials of BAL

Particulars	(₹ In Crore)	
	FY2024	FY2023
Total income	46,306.45	37,642.90
Profit before tax	10,040.04	7,841.98
Profit for the year	7,708.24	6,060.21
Profit attributable to BHIL (36.68%*)	2,567.32	1,997.40

* Equity pickup of BHIL share in BAL's profit is net of elimination of cross-holding of BAL in BHIL of 3.14%.

Bajaj Finserv Ltd. (BFS)

The consolidated financials of BFS are given below:

Table 9: Consolidated financials of BFS

Particulars	(₹ In Crore)	
	FY2024	FY2023
Total income	110,383.00	82,072.01
Profit before tax	21,375.03	16,811.13
Profit for the year	8,147.79	6,417.28
Profit attributable to BHIL (41.56%)	3,387.98	2,669.61

Significant ratios

The key financial ratios and details of significant changes in these ratios, to the extent applicable, as required by SEBI (LODR) (Amendment) Regulations, 2018 are given below:

Table 10: Significant ratios - BHIL standalone

Particulars	FY2024	FY2023
Current ratio	2	2
Operating profit margin %	95.1%	91.8%
Net profit margin %	91.2%	88.4%
Return on equity %	16.8%	11.0%

Internal control systems and their adequacy

The Company has effective internal control systems, which have been found to be adequate by the Management of the Company. The internal auditors periodically bring to the attention of the Audit Committee any deficiencies and weaknesses in the internal control systems, if any. The Audit Committee reviews and monitors the remedial actions to ensure its overall adequacy and effectiveness.

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.

Report on Corporate Governance

Corporate governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and considering all stakeholders' interests 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 Holdings & Investment Ltd. ('the Company' or 'BHIL') for FY2024.

This report outlines compliance with requirements of the Companies Act, 2013, as amended ('the Act'), the SEBI Listing Regulations and the Regulations of the Reserve Bank of India (RBI) for Non-Banking Financial companies ('the NBFC Regulations'), as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures go well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws.

Philosophy

For us, corporate governance is a reflection of principles rooted in our values and policies and also embedded in our day to day business practices. The commitment of the Bajaj group to the highest standards of good corporate governance practices predates SEBI and the provisions of the SEBI Listing Regulations. Ethical dealings, transparency, fairness, disclosure and accountability are the main thrusts of the working of the Bajaj group. BHIL maintains the same tradition and commitment.

Key elements of BHIL's corporate governance

- Compliance with applicable laws.
- Proactive adherence to the regulations.
- Number of Board and Committee meetings more than the statutory requirement, including meetings dedicated to discussion on investment strategy and risk.
- Board comprises of directors from diverse backgrounds and substantial experience, who are able to provide appropriate guidance to the executive management, as required.
- Panel of independent directors with outstanding track record and reputation.
- Familiarising the new independent directors about business outlook, governance, board-processes, etc.
- Pre-Audit Committee meetings of Audit Committee Chair with Statutory auditors, Internal auditor and members of executive management who are the process owners.
- Separate meeting of independent directors without presence of non-independent directors or executive management.
- Independent discussions by the Audit Committee members with Chief Internal Auditor without presence of Managing Director and senior management on a quarterly basis.
- 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 as a whole.
- Presentations by key senior management team members of the Company to familiarise the directors about the investment activities/strategies.
- Complete and detailed information provided to Board members in advance to enable them to evaluate matters carefully for meaningful discussions.
- Half-yearly report from the Chairman to all shareholders of the Company giving an update on the company's performance.

- Adoption of key governance policies and codes by the Board in line with best practices, which are made available to stakeholders for downloading/viewing from the Company's website. These inter-alia include:
 - Whistle Blower Policy/Vigil Mechanism;
 - Policy on Materiality of and Dealing with Related Party Transaction;
 - Code of conduct for Directors and Senior Management;
 - Dividend Distribution Policy;
 - Gender neutral policy on Prevention of Sexual Harassment at Workplace;
 - Responsible Investment Policy;
 - Code of Ethics and Personal Conduct;
 - Remuneration policy for Directors, Key Managerial Personnel and Senior Management;
 - Responsible and Sustainable Business Conduct Policy.
- The weblinks of key policies are given as an annexure to this Report.
- Review of all the Board approved Policies on a yearly basis to align it with the Regulatory changes, as may be applicable.
- Presentations on Regulatory updates to the Board to keep them abreast of the evolving laws.

Board of Directors

The Board of Directors and its Committees play significant role in upholding and furthering the principles of good governance which translates into ethical business practices, transparency and accountability in creating long term stakeholder value.

Keeping with the commitment to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of independent and non-independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

The responsibilities of the Board, inter alia, include formulation of overall strategy for the Company, reviewing major plan of actions, setting performance objectives, laying down the Code of Conduct for all members of the Board and the senior management team, formulating policies, performance review, monitoring due compliance with applicable laws, reviewing and approving the financial results, enhancing corporate governance practices and ensuring the best interest of the shareholders, the community, environment and its various stakeholders.

Composition

In compliance with the SEBI Listing Regulations, the Company has an optimum combination of executive and non-executive directors with two women independent directors as on the date of this report. The Company has a non-executive Chairman. According to provisions of the SEBI Listing Regulations, if the non-executive chairman is a promoter, at least one half of the board of the Company should consist of independent directors.

As on 31 March 2024, the Board of the Company consisted of twelve directors, of whom one is executive (Managing Director & CEO), six are non-executive independent (including a woman independent director) and five are non-executive and non-independent. The Board does not have any institutional nominee director.

The Company is in compliance with the SEBI Listing Regulations.

Board meetings and Board procedure:

During FY2024, the Board met six (6) times. The gap between two consecutive meetings has been less than 120 days. The Board meetings are usually held at the Corporate Office of the Company in Pune. The calendar for the Board and Committee meetings, in which the financial results would be considered in the ensuing year, as well as major items of the agenda are fixed in advance for the entire year. Besides the quarterly Board meetings, meetings are also scheduled in the month of March and September every year to facilitate the Board to devote additional time in discussion on investment portfolio and future plans.

As permitted under Section 173(2) of the Act read with Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014, the facility to participate in the meetings through video conference was also made available to the Board members as and when requested by them due to their inability to attend the meeting in person. The details of meetings held along with the attendance of the directors thereat during FY2024 and at the last Annual General Meeting (the "AGM") held on 27 July 2023, is given below. The required quorum was present at all the meetings, as shown below.

Attendance record of Directors

Table 1: Composition of the Board and attendance record of directors for FY2024

Name of the directors	No. of Board meetings held						Attendance at the Last AGM held in July 2023	No. of shares held in the Company Category	
	27 April 2023	27 July 2023	15 September 2023	27 October 2023	30 January 2024	21 March 2024			
CHAIRMAN, NON-EXECUTIVE DIRECTOR									
Shekhar Bajaj								4,500	Promoter
VICE CHAIRMAN, NON-EXECUTIVE DIRECTORS									
Niraj Bajaj								1,435	Promoter
Rajiv Bajaj								1,000	Promoter
INDEPENDENT DIRECTORS									
¹ D J Balaji Rao					N.A.	N.A.		-	-
Dr. Naushad Forbes			X					3,500	-
Anami N Roy								-	-
Pradip Shah						X		-	-
Dr. Arindam Bhattacharya								-	-
Dr. Vidya Yeravdekar								-	-
² Abhinav Bindra	N.A.	N.A.	N.A.	N.A.	N.A.		N.A.	-	-
MANAGING DIRECTOR & CEO									
Sanjiv Bajaj								1,000	Promoter
NON- EXECUTIVE DIRECTORS									
Madhur Bajaj	X							1,000	Promoter
Manish Kejriwal								-	-



Attendance in person



Attendance through VC



Absent

Note:

- Consequent upon the sad demise, D J Balaji Rao ceased to be an Independent Director of the Company w.e.f. 28 November 2023.
- Abhinav Bindra was appointed as a Non-executive Independent Director of the Company w.e.f. 1 February 2024.
- Shekhar Bajaj, Niraj Bajaj and Madhur Bajaj are related to each other. Sanjiv Bajaj and Rajiv Bajaj are related to each other.

Board diversity

In compliance with the provisions of the SEBI Listing Regulations, the Board through Nomination and Remuneration Committee (NRC) has devised a policy on Board Diversity. The Board comprises of 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 of financial services, technology, banking, business transformation and strategy, audit and risk management, finance, law, administration, research and investment banking, etc. and bring with them experience/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.

Core skills/expertise/competencies

A brief profile of directors is available on the website of the Company at <https://www.bhil.in/people.html#url-board-of-directors>

As stipulated under schedule V to 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.

Table 2: The chart/matrix of such core skills/expertise/competence, along with the names of directors who possess such skills, is given below:

Name of the Directors	Skills/Expertise/Competencies identified by the Board								
	Management and Governance	Financial Services	Consumer behaviour, sales, marketing and customer experience	Technology and Innovation	Understanding of accounting and financial statements	Risk, Assurance and Internal Controls	Regulatory, Public policy and economics	Human Resource	Business Transformation & Strategy
Shekhar Bajaj	✓	✓	✓	-	✓	✓	✓	✓	✓
Niraj Bajaj	✓	✓	✓	-	✓	✓	✓	✓	✓
Rajiv Bajaj	✓	-	✓	✓	✓	✓	-	✓	✓
Dr. Naushad Forbes	✓	-	✓	✓	✓	✓	✓	✓	✓
Anami N Roy	✓	✓	-	-	✓	✓	✓	✓	-
Pradip Shah	✓	✓	✓	-	✓	✓	✓	✓	✓
Dr. Arindam Bhattacharya	✓	-	-	✓	✓	✓	✓	✓	✓
Dr. Vidya Yeravdekar	✓	-	✓	-	✓	✓	✓	✓	✓
Abhinav Bindra	✓	✓	-	✓	✓	✓	✓	-	✓
Sanjiv Bajaj	✓	✓	✓	✓	✓	✓	✓	✓	✓
Madhur Bajaj	✓	✓	✓	-	-	-	✓	✓	✓
Manish Kejriwal	✓	✓	✓	✓	✓	-	✓	-	✓

The chart/matrix of such core skills/expertise/competencies is also available on the website at <https://www.bhil.in/pdf/Core%20Competencies.%20Skills%20and%20expertise%20of%20Directors.pdf>

Non-executive Directors' compensation

The Company believes that non-executive directors (including independent directors) compensation must reflect the time, effort, attendance and participation in Board and Committee meetings. The payment is based on attendance and ensures directors' remuneration is commensurate with their time, effort, attendance and participation.

During FY2024, sitting fee of ₹ 100,000 per meeting was paid to non-executive directors (independent and non-independent) for every meeting of the Board and/or Committee of the Board, attended by them as a director/ member.

Further, for FY2024 commission at the rate of ₹ 300,000 per meeting will be payable to non-executive directors (independent and non-independent) for every meeting of the Board and/or Committee of the Board, attended by them as a director/ member. The commission will be paid after the annual audited accounts are adopted by the shareholder at the ensuing AGM scheduled to be held in July 2024.

The Company currently does not have a stock option programme for any of its directors.

Information placed before the Board

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

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 the Companies Act, 2013 and the SEBI Listing Regulations. The independent directors of the Company met on 21 March 2024 and expressed their satisfaction on 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.

Pursuant to the 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:

- Succession planning and organization structure.
- Internal financial controls
- Status of compliance with Companies Act, 2013, SEBI regulations, RBI Regulations and shareholders related matters.
- Review of various policies framed by Company from time to time covering, amongst others, Code of Conduct for Directors and Senior Management, Whistle blower policy, IT related policies, Risk Management policy, etc.
- Investment risk management system, risk management policy and strategy followed.
- Compliance with corporate governance standards.
- Minutes of meetings of various committee including Risk Management, Asset-Liability and IT Strategy Committees.
- Presentations on the various Regulatory updates.
- Strategic Asset Allocation.

Directors & Officers liability insurance (D&O Policy)

As required under the SEBI Listing Regulations, the Company has in place a D&O policy which is renewed every year. It covers all the directors (including independent directors) of the Company. The Board is of opinion that the quantum and risk presently covered is adequate.

Orderly succession to Board and Senior Management

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

Pursuant to SEBI Listing Regulations, the framework of succession planning for appointment of directors/Senior management is placed before the Board for its review annually.

Succession planning is a critical element of the human resources strategy at the Company. In selecting between a 'build versus buy' talent model, the Company places a larger emphasis on building talent. This strategy is enabled by hiring most of our employees near the entry level and grooming them using a 'grow from within' career management framework. To further strengthen the Leadership Talent Identification and grooming processes, the Company has developed and implemented a custom and contemporary 'Talent Management Framework' for its employees in line with the Bajaj Finserv group entities.

Directorships and memberships of Board committees

Table 3: Number of directorships/committee positions of directors as on 31 March 2024 (including the Company)

Name of the director	Total no. of Directorships	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 Chairperson)	As Chairperson
Shekhar Bajaj	11	4	3	4	4	2
Niraj Bajaj	14	3	4	7	1	-
Rajiv Bajaj	11	5	2	4	1	1
Dr. Naushad Forbes	13	5	1	7	7	2
Anami N Roy	11	7	3	1	10	5
Pradip Shah	16	7	2	7	9	4
Dr. Arindam Bhattacharya	6	4	1	1	6	-
Dr. Vidya Yeravdekar	4	1	1	2	2	-
Abhinav Bindra	7	2	1	4	1	-
Sanjiv Bajaj	18	5	5	8	7	-
Madhur Bajaj	6	3	-	3	-	-
Manish Kejriwal	4	3	-	1	1	1

Note: For the purpose of considering the limit of committees in which a director can serve, all public limited companies, whether listed or not, have been included; whereas all other companies including private limited companies, foreign companies and companies under section 8 of the Act have been excluded. Only the audit committee and the stakeholders' relationship committee are considered for the purpose of reckoning committee positions. Bajaj Housing Finance Ltd., being a public limited company as well as High Value debt listed entity is considered under the category of public limited company.

None of the directors hold office as a director, including as alternate director, in more than 20 companies at the same time. None of them 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 and section 8 of the Act are excluded. For the purpose of reckoning the directorships in listed companies, only equity listed companies have been considered.

As per declarations received, none of the directors serve as an independent director in more than 7 equity listed companies. Further, the Managing Director in the Company does not serve as an independent director in any listed entity. The independent directors have also confirmed that they are not on the Board of more than three NBFCs (NBFC-Middle Layer or NBFC-Upper Layer) at the same time in line with RBI Scale Based Regulations.

None of the director is a member in more than 10 committees, nor a chairperson in more than 5 committees across all companies in which he/she is a director.

Notwithstanding the number of directorships, as highlighted herein, the outstanding attendance record and participation of the directors in Board/Committee meetings indicates their commitment and ability to devote adequate time to their responsibilities as Board/Committee members.

Table 4: Name of listed entities (including Debt listed companies) where directors of the Company held directorships as on 31 March 2024 (including the Company)

Name of the director	Name of listed entities	Category
Shekhar Bajaj	a) Bajaj Holdings & Investment Ltd.	Chairman, Non-executive, Non-independent
	b) Bajaj Electricals Ltd.	Chairman, Executive
	c) Hercules Hoists Ltd.	Chairman, Non-executive, Non-independent
	d) Bajel Projects Ltd.	Chairman, Non-executive, Non-independent
Niraj Bajaj	a) Mukand Ltd.	Chairman & Managing Director, Executive
	b) Bajaj Auto Ltd.	Chairman, Non-executive, Non-independent
	c) Bajaj Holdings & Investment Ltd.	Vice chairman, Non-executive, Non-independent
Rajiv Bajaj	a) Bajaj Auto Ltd.	Managing Director & CEO, Executive
	b) Bajaj Finserv Ltd.	Non-executive, Non-independent
	c) Bajaj Finance Ltd.	Non-executive, Non-independent
	d) Bajaj Holdings & Investment Ltd.	Vice Chairman, Non-executive, Non-independent
	e) Bajaj Electricals Ltd.	Non-executive, Non-independent
Dr. Naushad Forbes	a) Bajaj Auto Ltd.	Non-executive, Independent
	b) Bajaj Finserv Ltd.	Non-executive, Independent
	c) Bajaj Finance Ltd.	Non-executive, Independent
	d) Bajaj Holdings & Investment Ltd.	Non-executive, Independent
	e) Zodiac Clothing Company Ltd.	Non-executive, Independent
Anami N Roy	a) Bajaj Auto Ltd.	Non-executive, Independent
	b) Bajaj Finance Ltd.	Non-executive, Independent
	c) Bajaj Finserv Ltd.	Non-executive, Independent
	d) Bajaj Holdings & Investment Ltd.	Non-executive, Independent
	e) Bajaj Housing Finance Ltd.	Non-executive, Independent
	f) Glaxosmithkline Pharmaceuticals Ltd.	Non-executive, Independent
	g) Finolex Industries Ltd.	Non-executive, Independent
	h) Siemens Ltd.	Non-executive, Independent
Pradip Shah	a) Kansai Nerolac Paints Ltd.	Chairman, Non-executive, Independent
	b) Pfizer Ltd.	Chairman, Non-executive, Independent
	c) BASF India Ltd.	Chairman, Non-executive, Independent
	d) Sonata Software Ltd.	Chairman, Non-executive, Independent
	e) Bajaj Auto Ltd.	Non-executive, Independent
	f) Bajaj Holdings & Investment Ltd.	Non-executive, Independent
	g) KSB Limited	Non-executive, Independent
Dr. Arindam Kumar Bhattacharya	a) Lemon Tree Hotels Ltd.	Non-executive, Independent
	b) Bajaj Finance Ltd.	Non-executive, Independent
	c) Bajaj Holdings & Investment Ltd.	Non-executive, Independent
	d) Bajaj Housing Finance Ltd.	Non-executive, Independent
	e) Info Edge (India) Ltd.	Non-executive, Independent
Dr. Vidya Rajiv Yeravdekar	a) Bajaj Holdings & Investment Ltd.	Non-executive, Independent
Abhinav Bindra	a) Bajaj Auto Ltd.	Non-executive, Independent
	b) Bajaj Holdings & Investment Ltd.	Non-executive, Independent
Sanjiv Bajaj	a) Bajaj Finance Ltd.	Chairman, Non-executive, Non-independent
	b) Bajaj Housing Finance Ltd.	Chairman, Non-executive, Non-independent
	c) Maharashtra Scooters Ltd.	Chairman, Non-executive, Non-independent
	d) Bajaj Finserv Ltd.	Chairman & Managing Director, Executive
	e) Bajaj Holdings & Investment Ltd.	Managing Director & CEO, Executive
	f) Bajaj Auto Ltd.	Non-executive, Non-independent

Name of the director	Name of listed entities	Category
Madhur Bajaj	a) Bajaj Finserv Ltd.	Non-executive, Non-independent
	b) Bajaj Holdings & Investment Ltd.	Non-executive, Non-independent
	c) Bajaj Electricals Ltd.	Non-executive, Non-independent
Manish Kejriwal	a) Bajaj Finserv Ltd.	Non-executive, Non-independent
	b) Bajaj Holdings & Investment Ltd.	Non-executive, Non-independent
	c) Alembic Pharmaceuticals Ltd.	Non-executive, Independent

Independent Directors

Opinion of the Board

The Board hereby confirms that, in its opinion, the Independent Directors on the Company fulfil the conditions specified under the SEBI Listing Regulations and the Act and are independent of the management of the Company.

Maximum tenure of independent directors

In terms of the Act, independent directors shall hold office for a term of up to five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. The tenure of the independent directors is in accordance with the provisions of the Act.

Formal letter of appointment to independent directors

The Company issues a formal letter of appointment/ re-appointment to independent directors in the manner as provided in the Act. As per the SEBI Listing Regulations, the terms and conditions of appointment/re-appointment of independent directors are placed on the Company's website at <https://www.bhil.in/investors.html?url-miscellaneous>

Resignation of independent director

During FY2024, no independent director resigned from the Company.

Familiarisation Programme

On an ongoing basis, the Company endeavours to keep the Board including independent directors abreast with matters relating to the industry in which Company operates, its business model, risk metrics, mitigation and management, governing regulations, information technology including cyber security, their roles, rights and responsibilities and major developments and updates on the Company and group, etc.

During FY2024, the directors were, inter-alia, updated on the following through presentations at Board meetings:

- Risk Management Framework including technological risk, operational risk, financial risk, market risk, compliance risk, etc.
- Regulatory changes having a bearing on industry and Company's business model;
- Information Technology Management including cyber security; and
- Strategic Asset allocation.

The details of familiarisation programmes are placed on the Company's website at <https://www.bhil.in/pdf/Familiarisation%20Programme.pdf>

Independent Directors' Meeting

Pursuant to the Act and the SEBI Listing Regulations, the independent directors must hold at least one meeting in a year without attendance of non-independent directors and members of the management. Accordingly, independent directors of the Company met on 21 March 2024, without the attendance of non-independent directors and members of the Management and:

- i) noted the report of Performance Evaluation from the Chairman of the Board for the period 1 January 2023 to 31 December 2023.
- ii) reviewed the performance of non-independent directors and the Board as a whole;
- iii) reviewed the performance of the Chairman of the Company, taking into account the views of executive and non-executive directors; and
- iv) assessed 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.

All independent directors, except Pradip Shah and Anami N Roy, were present at the meeting. The independent directors elected Dr. Naushad Forbes as the Chairman for the meeting.

Certificate on qualification of Directors

The Company has received a certificate from Shyamprasad D Limaye, practising company secretary, to the effect that none of the director on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company by SEBI/Ministry of Corporate Affairs (MCA) or such other statutory authority. The certificate forms a part of this Annual 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

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 Company has a Board approved Code of Conduct for Board members and senior management of the Company. The Code of Conduct was reviewed by the Board at its meeting held on 21 March 2024. The Code has been placed on the Company's website and can be accessed at <https://www.bhil.in/pdf/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management.pdf>

All the Board members and Senior Management personnel have affirmed compliance with the Code for the year ended 31 March 2024. A declaration to this effect signed by the Managing Director & CEO is given in this Annual Report.

Whistle Blower Policy/Vigil Mechanism

The Company has a whistle blower policy encompassing vigil mechanism pursuant to the requirements of section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations.

This mechanism enables a director, employee or any other person to report confidentially to the management, without fear of victimisation, any unacceptable work behaviour, unethical behaviour, suspected or actual fraud, violation of the Company's Code of Conduct or ethics policy and instances of leak or suspected leak of unpublished price sensitive information which are detrimental to the organisation's interest. It provides safeguards against victimisation of directors/employees/other person(s) who avail of the mechanism and allows for direct access to the Chairman of the Audit Committee in exceptional cases.

The policy has been hosted on the Company's website and can be accessed at <https://www.bhil.in/pdf/Whistle%20Blower%20Policy.pdf>

During FY2024, no complaints were received under the above mechanism and no employee was denied access to the Audit Committee.

Subsidiary Companies

The Company has Bajaj Auto Holdings Ltd. (BAHL) as its unlisted subsidiary company and Maharashtra Scooters Ltd. (MSL) as its listed subsidiary company which, however, are not 'material subsidiaries' as defined under regulation 16(1)(c) of the SEBI Listing Regulations.

The Policy on 'material subsidiaries' in terms of regulation 16(1)(c) of the SEBI Listing Regulations was approved by the Board at its meeting held on 14 March 2019 on a voluntary basis and the same has been reviewed by the Board at its meeting held on 21 March 2024.

The Policy is placed at the website of the Company and can be accessed at <https://www.bhil.in/investors.html#url-codes-policies>

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

During the year under review, the Audit Committee reviewed the financial statements of and in particular, the investments made by its unlisted subsidiary company BAML, 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 subsidiary, as applicable, were regularly placed before the Board of the Company.

Related Party Transactions

All related party transactions which were entered into during FY2024 were on an arm's length basis and in the ordinary course of business under the Act and not material under the SEBI Listing Regulations

All Related Party Transactions during FY2024 were entered with the approval of the Audit Committee pursuant to provisions of Act and the SEBI Listing Regulations. The details of such transactions were placed before the Audit Committee for noting/review, on a quarterly basis.

A statement containing disclosure of transactions with related parties as required under Indian Accounting Standard 24 (Ind AS 24) including transaction with promoter/promoter group holding 10% or more in the Company, if any 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.

During FY2024, there were no materially significant related party transactions that may have potential conflict with the interest of the Company at large.

The policy is given below as required pursuant to Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and the same has also been hosted on the Company's website and can be accessed at <https://www.bhil.in/pdf/Policy%20on%20Materiality%20of%20%20Dealing%20with%20Related%20Party%20Transactions.pdf>

Policy on materiality of related party transactions and dealing with related party transactions

Quote

Background:

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of Directors of Bajaj Holdings & Investment Ltd. (the Company) at its meeting held on 15 October 2014 had approved a Policy on Materiality of & dealing with related party transactions. Pursuant to SEBI circular dated 9 May 2018, which notified certain amendments effective from 1 April 2019, the Policy was revised by the Board at its meeting held on 14 March 2019.

SEBI, vide circular dated 9 November 2021, has notified further amendments necessitating changes to be made in the policy, which will be effective from 1 April 2022, unless stated otherwise.

Policy:

In supersession of the existing Policy, the Policy on Materiality of & dealing with Related Party Transactions, which is to be read together with Regulation 23 of the said Regulations and relevant provisions of the Companies Act, 2013 is accordingly being revised as under:

1. The terms 'Related Party', 'Related Party Transactions', 'Relative', 'Material RPTs', 'Arms' length transaction', 'Omnibus Approval' and such other terms will carry the meaning as stated under the Companies Act, 2013 or SEBI Listing Regulations as amended from time to time.
2. Related Party Transactions (RPTs), including subsequent material modifications thereof of the company covered under the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations will be approved by the audit committee of the Board from time to time, subject to such exceptions as are provided therein.

For the above purpose, 'material modifications' as defined by the Audit Committee would refer to the following:

Material modification will mean & include any modification to an existing RPT having variance of 50% of the existing limit or ₹ 10 crore whichever is higher, as sanctioned by the Audit Committee or Shareholders, as the case may be.

Provided further that:

- a related party transaction to which the subsidiary of the company is a party, but the company is not a party, shall require prior approval of the Audit Committee if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual consolidated turnover, as per the last audited financial statements of the company;
 - With effect from April 1, 2023, a related party transaction to which the subsidiary of a listed entity is a party, but the listed entity is not a party, shall require prior approval of the Audit Committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.
3. Prior Consent of the Board and the Shareholders would be taken in respect of all RPTs, including material modifications thereof, except in the following cases:
- i. Where the transactions are below the threshold limits specified in the Companies Act, 2013 & Rules thereunder or the SEBI Listing Regulations, as may be applicable;
 - ii. Where the transactions are entered into by the company in its ordinary course of business and are on arms' length basis;
 - iii. Payments made with respect to brand usage or royalty where the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, do not exceed five percent of the annual consolidated turnover as per the last audited financial statements of the company;
 - iv. Where the transactions to be entered into individually or taken together with previous transactions during a financial year do not exceed ₹ 1,000 crore or ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower;
 - v. Transactions entered into between the company & any of its wholly owned subsidiary whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval;
 - vi. Transactions entered into between two wholly owned subsidiaries of the company, whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval.
4. Notwithstanding the above, approval of the Board & shareholders would be necessary, where the RPTs exceed the following threshold limits:

Description	Threshold limits
Sale, purchase or supply of any goods or materials	₹ 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is less or such other limit as may be prescribed by the Regulatory authorities.
Selling or otherwise disposing of or buying of any property including by way of leave and license arrangement	
Availing or rendering of any services	
Other matters	

The Chairman of Board and Audit Committee of the Company are jointly authorised to make changes to this Policy as they may deem fit and expedient, taking into account the law for the time being in force.

The above policy is subject to review from time to time and at least once in every three years.

Unquote**Audit Committee**

Pursuant to the Act, SEBI Listing Regulations and RBI Regulations, the Company has an Audit Committee, meeting the composition prescribed thereunder with a minimum of two-third of its members (including Chairman) being independent directors. All members are non-executive independent directors, are financially literate and have accounting or related financial management expertise.

The Board reviews the working of the Committee from time to time to bring about greater effectiveness and to ensure compliance with the various requirements under the Act, SEBI Listing Regulations and NBFC Regulations.

The terms of reference of the Committee are in accordance with the Act, SEBI Listing Regulations and RBI Regulations. These broadly include oversight of the Company's financial reporting process and disclosure of its financial information, review of financial statements, review of compliances and review of systems and controls, approval or any subsequent modification of transactions with related parties, review of compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, reviewing and monitoring the auditor's independence and performance and effectiveness of statutory and internal audit process and overseeing of Company's internal audit function, including recommendation of policy, approving annual plan and maintenance of quality assurance and improvement programme.

The terms of reference of the Audit Committee can be accessed on the website of the Company at <https://www.bhil.in/pdf/BHIL%20-%20Terms%20of%20Reference%20-%20ACM.pdf>

Meetings and attendance




















During FY2024, the Committee met five times viz., on 27 April 2023, 27 July 2023, 27 October 2023, 30 January 2024 and 21 March 2024. The meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two consecutive meetings.

In addition to the members of the Audit Committee, these meetings were attended by CFO, internal auditor and the joint statutory auditor of the Company and those executives who were considered necessary for providing inputs to the Committee.

The Company Secretary acted as the secretary to the Audit Committee.

Pradip Shah, Chairman of the Audit Committee, was present at the AGM which was held through video conferencing (VC) on 27 July 2023 to answer shareholders' queries.

Table 5: Composition of the Audit Committee and attendance record of the members for FY2024

Name of committee members	Category	No. of meetings attended during FY2024				
		27 April 2023	27 July 2023	27 October 2023	30 January 2024	21 March 2024
Pradip Shah	Chairman, Non-executive, Independent					X
Dr. Naushad Forbes	Non-executive Independent					
Dr. Arindam Bhattacharya	Non-executive, Independent					
Dr. Vidya Yeravdekar	Non-executive, Independent					

During FY2024, the Board had accepted all recommendations of the Committee.

Nomination and Remuneration Committee

Pursuant to the Act, SEBI Listing Regulations and RBI Regulations, the Company has constituted a Nomination and Remuneration Committee ('NRC').

The terms of reference of the Committee, inter alia, includes formulation of criteria for determining qualifications, positive attributes and independence of a director, recommendation of persons to be appointed to the Board and senior management and specifying the manner for effective evaluation of performance of Board, its Committees, Chairperson and individual directors, recommendation of Remuneration Policy for directors, key managerial personnel and other employees, formulation of criteria for evaluation of performance of independent directors and the Board, devising a policy on Board diversity, preparing a description of the role and capabilities required of an independent director and such other matters as may be prescribed by Companies Act, SEBI Listing Regulations and NBFC Regulations.

The terms of reference of NRC can be accessed on the website of the Company at <https://www.bhil.in/pdf/BHIL%20-%20Terms%20of%20Reference%20of%20NRC.pdf>










Consequent upon the sad demise of D J Balaji Rao, he ceased to be the Chairman and member of NRC Committee with effect from 28 November 2023. The Board by way of a resolution passed through circulation on 16 January 2024, inducted Dr. Naushad Forbes as a member of NRC and designated him as the Chairman of the said Committee.

Meetings and attendance

During FY2024, the Committee met thrice on 27 April 2023, 30 January 2024 and 21 March 2024.

D J Balaji Rao, former Chairman of the Committee, was present at the AGM which was held through video conferencing (VC) on 27 July 2023 to answer shareholders' queries.

Table 6: Composition of NRC and attendance record of the members for FY2024

Name of committee members	Category	No. of meetings attended during FY2024		
		27 April 2023	30 January 2024	21 March 2024
*D J Balaji Rao	Chairman, Non-executive, Independent		N.A.	N.A.
**Dr. Naushad Forbes	Chairman, Non-executive, Independent	N.A.		
Dr. Arindam Bhattacharya	Non-executive, Independent			
Niraj Bajaj	Non-executive, Non-Independent			

*Ceased to be the Chairman and member of the Committee w.e.f. 28 November 2023, consequent upon his sad demise.

**Inducted as a member and the Chairman of the Committee w.e.f. 16 January 2024.

During FY2024, the Board had accepted all recommendations of the Committee.

The Company has in place performance evaluation criteria for Board, Committees, Chairman and Directors. The criteria for evaluation of Independent Directors, inter alia, includes attendance and participation, acting in good faith, openness to ideas, pro-active and positive approach with regard to Board and Senior Management particularly the arrangements for management of risk and the steps needed to meet challenges from the competition and Independence and Independent views and judgement.

The said criteria is hosted on the website of the Company and can be accessed at <https://www.bhil.in/pdf/Board%20Evaluation%20Criteria.pdf>

Risk Management Committee

Pursuant to the RBI Regulations and SEBI Listing Regulations, the Company has constituted a Risk Management Committee ('RMC').

The terms and reference of RMC, inter alia, includes formulation of a detailed risk management policy, reviewing and guiding the management on reputational and market (investment) risk, ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company, monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems.

The terms of reference of the committee can be assessed at <https://www.bhil.in/pdf/BHIL%20-%20Terms%20of%20Reference%20-%20RMC.pdf>

The Company has a risk management framework duly approved by the Board. The details of the same are furnished in [Directors' Report](#).

















During FY2024, the Company did not trade in nor had any exposure in commodities market.

Meeting and attendance:

During FY2024, the Committee met four times, viz., 27 April 2023, 27 July 2023, 27 October 2023 and 30 January 2024. The meetings were scheduled well in advance and not more than one hundred and eighty days elapsed between any two meetings.

Pradip Shah, Chairman of the Risk Management Committee, was present at the AGM which was held through video conferencing (VC) on 27 July 2023 to answer shareholders' queries.

Table 7: Composition of Risk Management Committee and attendance record of members for FY2024

Name of committee members	Category	No. of meetings attended during FY2024			
		27 April 2023	27 July 2023	27 October 2023	30 January 2024
Pradip Shah	Chairman, Non-executive, Independent				
Dr. Arindam Bhattacharya	Non-executive, Independent				
Sanjiv Bajaj	Managing Director & CEO, Executive				
Anish Amin	President - Group Risk, Assurance & HR, BFS				

During FY2024, the Board had accepted all recommendations of the Committee.

Stakeholders' Relationship Committee

Pursuant to the Act and SEBI Listing Regulations, the Company has constituted a Stakeholders' Relationship Committee ('SRC'), consisting of composition as specified therein.

The terms of reference of the Committee, inter alia, includes review of measures taken for effective exercise of voting rights by members and review of adherence to the service standards in respect of various services being rendered by the registrar and share transfer agent. More details on the terms of reference of the Committee are placed at <https://www.bhil.in/pdf/BHIL%20-%20Terms%20of%20Reference%20-%20SRC.pdf>

This Committee specifically looks into the grievances of equity shareholders of the Company.

More details on this subject and on members related matters have been furnished in 'General Shareholder Information.'




Meetings and attendance

During FY2024, the Committee met once on 21 March 2024, inter alia, to review the status of investors' services rendered. The secretarial auditor as well as the Company Secretary were present at the said meeting.

The Committee was apprised of the major developments on matters relating to investors. In addition, the Committee also considered matters that can facilitate better investor services and relations.

Manish Kejriwal, Chairman of the Committee, was present at the AGM which was held through video conferencing (VC) on 27 July 2023 to answer shareholders' queries.

Table 8: Composition of Stakeholders' Relationship Committee and attendance record of members for FY2024

Name of committee members	Category	No. of meetings attended during FY2024
		21 March 2024
Manish Kejriwal	Chairman, Non-executive, Non-independent	
Dr. Naushad Forbes	Non-executive, Independent	
Dr. Vidya Yeravdekar	Non-executive, Independent	

Sriram Subramaniam, Company Secretary of the Company acts as the Compliance Officer.

Table 9: Investors' complaints attended and resolved during FY2024

Investors' complaints	Attended/resolved during FY2024
No. of complaints outstanding at the beginning of the year	Nil
No. of complaints received during the year:	
Stock Exchanges and SEBI including SCORES	5
RBI/MCA and others	Nil
Directly received from Investors	Nil
Total no. of complaints received	5
Total no. of complaints redressed	5
No. of complaints pending at the end of the year	Nil

Duplicate Share Certificate Issuance Committee




To meet the requirement of the Act and SEBI Listing Regulations, the Company has constituted a Duplicate Share Certificate Issuance Committee of the Board to approve the issuance of duplicate share certificate in lieu of original share certificate lost or misplaced.

As a measure to enhance ease of dealing in securities market by the investors, SEBI vide its circular dated 25 January 2022, directed the listed companies that going forward the securities shall only be issued in dematerialised form only while processing any service request including issue of duplicate share certificate.

Meeting and Attendance

During FY2024, the Committee met once on 30 January 2024.

Table 10: Composition of the Duplicate Share Certificate Issuance Committee and attendance record of the members for FY2024

Name of director	Category	No. of meetings attended during FY2024
		30 January 2024
Niraj Bajaj	Chairman, Non-executive Non-independent	
Rajiv Bajaj	Vice-Chairman, Non-executive, Non-independent	
Sanjiv Bajaj	Managing Director & CEO, Executive	

Information Technology (IT) Strategy Committee

Pursuant to Master Direction – Information Technology Framework issued by RBI for NBFC Sector, the Company has constituted an IT Strategy Committee. The Committee comprises of Dr. Naushad Forbes, Independent Director as Chairman and other members being Sanjiv Bajaj, Anurag Chottani, Vivek Likhite, Anish Amin and Anant Marathe.

The Committee met twice during FY2024, as required under the above Master Direction.

The terms of reference of the Committee includes the following:

- Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place;
- Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business;
- Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable;
- Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources;
- Ensuring proper balance of IT investments for sustaining NBFC's growth and becoming aware about exposure towards IT risks and controls.

Asset Liability Management Committee

Pursuant to the RBI Guidelines, the Company has in place an Asset Liability Management Committee. The Committee comprises of senior executives of the Company/Group.

The role of the Committee is to oversee the implementation of the Asset Liability Management system and review its functionality periodically covering liquidity risk management, management of market risks, funding and capital planning, profit planning etc.

The said Committee met twice during FY2024. The decisions of the Committee were placed before the Board for their noting and review.

Investment Committee

Pursuant to the RBI Guidelines, the Company has in place an Investment Committee comprising of the senior executives of the Company/Group.

The role of the Committee is to review the investment strategy, asset allocation, investment decision and other operating guidelines, delegation of authority for investment decisions basis pre-approved list of listed equity and equity mutual funds, monitor the changing environment in the money market / capital market and accordingly, recommend any changes to the investment strategy for execution and also review the audit reports on Treasury operations and provide directions for corrective actions, as applicable.

The said Committee meets on a monthly basis. The decisions of the Committee are placed before the Audit Committee for their noting and review.

Remuneration of directors

Pecuniary relationship/transaction with non-executive directors

During the year under review, there were no pecuniary relationship/transactions with any non-executive directors of the Company.

Criteria of making payments to non-executive directors

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee the corporate governance framework of the Company.

The criteria of making payments to non-executive directors, is placed on the Company's website at <https://www.bhil.in/investors.html#url-codes-policies>

Details of Remuneration of directors

All non-executive directors are paid sitting fees and commission as per the details provided in the Form MGT-7 (annual return) which is hosted on the website of the Company at <https://www.bhil.in/investors.html#url-annual-reports>

Managing Director and Chief Executive Officer

During FY2024, the Company paid remuneration to Sanjiv Bajaj, Managing Director & CEO of the Company as provided in annual return in MGT-7 which is hosted on the website of the Company.

The Managing Director is 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 him. No pension is paid by the Company.

The Company has no stock option plans for the directors and hence, it does not form a part of the remuneration package payable to any executive and/or non-executive director. During FY2024 under review, no director was paid any performance-linked incentive.

Pursuant to the provision of the Act, Sanjiv Bajaj, Managing Director & CEO of the Company, who is also the Chairman of Maharashtra Scooters Ltd. (MSL), a subsidiary of the Company has been paid sitting fees of ₹ 7 lakh from MSL.

During FY2024, the Company did not advance any loans to any of the non-executive directors and/or Managing Director. Details of remuneration paid/payable to directors for FY2024 are provided in annual return.

Management

Management discussion and analysis

This is given as separate chapter in the Annual Report.

Disclosure of material transactions

Pursuant to the SEBI Listing Regulations, the senior management is required to make 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. As per the disclosures submitted by the senior management, there were no such transactions during FY2024.

Compliances regarding insider trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015 (SEBI PIT Regulations), the Company has a Board approved code of conduct to regulate, monitor and report trading by insiders ('code of conduct') and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('code of fair disclosure').

During FY2024, there were no non-compliance reported from any designated person/employees with respect to SEBI PIT Regulations.

The Company also, by frequent communication, makes aware the designated employees of the obligations under the SEBI PIT regulations.

The Audit Committee and the Board at its meeting held on 21 March 2024 had reviewed the compliance in terms Regulation 9A(4) of SEBI PIT Regulations and confirmed that the systems for internal control with respect to Insider Trading Regulations are adequate and are operating effectively.

Means of Communication

Quarterly, half-yearly and annual financial results and other public notices issued for the members are published in Business Standard, Lokmat and other newspapers. The Company also sends the half-yearly financial results, along with a detailed write-up, to members.

The Company has its own website, www.bhil.in, which contains all important public domain information including financial results, various policies framed/approved by the Board, matters concerning the shareholders, details of the contact persons, etc.

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.

Green Initiatives

Sections 20 and 136 of the Act, read with relevant Rules, permit companies to service delivery of documents electronically to the registered email IDs of the members.

In compliance with the said provisions and as a continuing endeavour towards the 'Go Green' initiative, the Company proposes to send all correspondence/ communications through email to those shareholders who have registered their email ID with their depository participants/ Company's registrar and share transfer agent. The same is available on the website of the Company at www.bhil.in

During FY2024, the Company sent documents, such as notice calling the annual general meeting, postal ballot notice, audited financial statements, Directors' Report, auditors' report, credit of dividend intimation letters, etc. in electronic form to the email addresses provided by the members and made available by them to the Company through the depositories.

Information on General meetings and details of special resolution(s) passed

A. Details of the Annual General Meetings held during last three years

During the previous three years, the Annual general Meeting (AGM) of the Company were held/ deemed to be held at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune 411 035 on the following dates and time:

Details of AGM	Date and time of AGM	Details of special resolution(s) passed at the Annual General Meetings, if any	Voting percentage of shareholders participated	
			% Favour	% Against
76 th AGM	22 July 2021 at 4.15 p.m.	1. Appointment of Shekhar Bajaj as a Non-executive, Non-independent Director of the Company	93.39%	6.61%
		2. Approval for payment of commission to non-executive directors for a period of five years commencing from 1 April 2021	96.78%	3.22%
77 th AGM	28 July 2022 at 4.00 p.m.	None	-	-
78 th AGM	27 July 2023 at 4.15 p.m.	None	-	-

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

The recording of last AGM and written transcript of the same is hosted on the website of the Company at <https://www.bhil.in/investors.html#url-general-meetings>

B. Details of special resolution passed through Postal Ballot during last year

Pursuant to the MCA Circular No. 09/2023 issued on 25 September 2023 read along with other connected circulars issued from time to time in this regard, the Company has emailed the notice of Postal Ballot along with the explanatory statement on 28 March 2024, seeking approval of the shareholders on the following items of business, by way of a special resolution:

1. Appointment of Abhinav Bindra as an Independent Director of the Company with effect from 1 February 2024; and
2. Appointment of Smita Mankad as an Independent Director of the Company with effect from 1 April 2024.

The results of e-voting shall be declared on or before 30 April 2024 and shall be made available on the website of the Company at <https://www.bhil.in/investors.html#url-stock-exchange-intimations>.

Procedure for postal ballot

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Company provides facility to the members to exercise votes through electronic voting system ('remote e-voting').

The Company also publishes notice in the newspapers for the information of the members. Voting rights are reckoned on the equity shares held by the members as on the cut-off date.

Pursuant to the provisions of the Act, the Company is required to appoint a scrutiner for conducting the postal ballot process in a fair and transparent manner. The Board had appointed Shyamprasad D Limaye, Practising Company Secretary as scrutiner for the e-voting process. The scrutiner submits his consolidated report to the Chairman and the voting results are announced by the Chairman by placing the same along with the scrutiner's report on the Company's website, besides being communicated to the stock exchanges. The resolution, if passed by requisite majority, is deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or remote e-voting.

In view of the relaxation granted by MCA, postal ballot notice was sent through email only, to all those members who had registered their email Ids with the Company/depositories. Arrangements were also made for other members to register their email ID to receive the postal ballot notice and cast their vote online.

There were no matters proposed to be conducted through Postal Ballot, by way of a special resolution, as on the date of the report.

Details of Capital market non-compliance, if any

The Company has complied with all applicable legal requirements. No penalty or stricture has been imposed on the Company by any of the stock exchanges, SEBI or any other statutory authority, in any matter related to capital markets, during the last three years.

Compliance Certificate

The Managing Director & CEO and CFO have certified to the Board with regard to the financial statements and other matters as required under the SEBI Listing Regulations.

Changes in Senior Management

The Board at its meeting held on 21 March 2024, based on the recommendation of Audit Committee, appointed Jayesh Kulkarni as the Internal Auditor of the Company with effect from 1 April 2024, in place of Vivek Likhite.

Loans and Advances

During FY2024, no loans and advances have been given by the Company and/or its Subsidiaries to any person including any firms/companies in which the directors of the Company are interested.

Details of material subsidiaries of the listed entity

During FY2024, the Company had no material subsidiary.

Report on corporate governance

This chapter, read together with the information given in the [Directors' Report](#) and the section on [Management Discussion and Analysis](#) and [General Shareholder Information](#), constitute the compliance report on Corporate Governance during FY2024. The Company has been regularly submitting the quarterly compliance report to the Stock exchanges as required under regulation 27(2) of the SEBI Listing Regulations.

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

The disclosure as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given below:

a. number of complaints filed during FY2024	Nil
b. number of complaints disposed of during FY2024	Nil
c. number of complaints pending as on end of FY2024	Nil

Statutory Auditors

Total fee paid by the Company to Kalyaniwalla & Mistry LLP and NBS & Co., Joint Statutory Auditors towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) for the financial year 2023-24 is mentioned below.

Fees paid to the Statutory Auditors for FY2024

		Amount (₹)			
Sr. No.	Particulars	Statutory Audit Fee	Limited Review fee	Tax audit fee	Other Services
1	Kalyaniwalla & Mistry LLP	9,00,000	3,00,000	4,00,000	2,00,000
2	NBS & Co.	6,00,000	2,10,000	-	-

Auditors' certificate on corporate governance

The Company has obtained a certificate from its statutory auditors regarding compliance with the provisions relating to corporate governance laid down under the SEBI Listing Regulations.

This certificate is annexed to the [Directors' Report](#).

Compliance of mandatory and discretionary requirements

Mandatory

The Board of Directors periodically reviews the compliance of all applicable laws. The Company has complied with all the mandatory requirements of the SEBI Listing Regulations including but not limited to the provisions of regulations 17 to 27 and 46(2)(b) to (i) of the said Regulations.

Discretionary

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

1. 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.

2. Modified opinion(s) in audit report

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

3. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer

The Company has a non-executive Chairman, not related to Managing Director & CEO of the Company.

As per SEBI Listing Regulations, the Chairperson & Managing Director or the Chief Executive Officer shall not be related and the Chairperson shall be a non-executive director.

Declaration by Chief Executive Officer (Regulation 34(3) read with schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Bajaj Holdings & Investment Limited

I, Sanjiv Bajaj, Managing Director & CEO of Bajaj Holdings & Investment Limited, hereby declare that all the board members and senior managerial personnel have affirmed compliance with the code of conduct of the Company laid down for them for the year ended 31 March 2024.

Sanjiv Bajaj
Managing Director & CEO
DIN: 00014615

Pune: 26 April 2024

List of key policies of Bajaj Holdings & Investment Limited

Sr. No.	Name of Policy	Website link
1.	Dividend Distribution Policy	https://www.bhil.in/pdf/Dividend%20Distribution%20Policy.pdf
2.	Archival Policy	https://www.bhil.in/pdf/Archival%20Policy.pdf
3.	Performance Evaluation Criteria for Board, Committees of Board, Chairperson and Directors	https://www.bhil.in/pdf/Board%20Evaluation%20Criteria.pdf
4.	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (U PSI)	https://www.bhil.in/pdf/Code%20of%20Practice%20and%20Procedure%20for%20fair%20disclosure%20of%20U PSI.pdf
5.	Code of Conduct for Directors and Senior Management	https://www.bhil.in/pdf/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management.pdf
6.	Corporate Social Responsibility (CSR) Policy	https://www.bhil.in/pdf/CSR-Policy.pdf
7.	Policy on Determination of Materiality for Disclosure of Events	https://www.bhil.in/pdf/Policy%20on%20determination%20of%20materiality%20for%20disclosure%20of%20information.pdf
8.	Policy on Prevention of Sexual Harassment at Workplace (POSH)	https://www.bhil.in/pdf/Policy%20on%20Prevention%20of%20Sexual%20Harassment.pdf
9.	Whistle Blower Policy	https://www.bhil.in/pdf/Whistle%20Blower%20Policy.pdf
10.	Remuneration Policy	https://www.bhil.in/pdf/Remuneration%20Policy%20.pdf
11.	Criteria for payment of remuneration to Non-Executive Directors	https://www.bhil.in/pdf/Criteria%20for%20payment%20of%20remuneration%20to%20Non-Executive%20Directors.pdf
12.	Policy on Materiality of and dealing with Related Party Transactions	https://www.bhil.in/pdf/Policy%20on%20Materiality%20of%20&%20Dealing%20with%20Related%20Party%20Transactions.pdf
13.	Policy on appointment of statutory auditors	https://www.bhil.in/pdf/Policy%20for%20Appointment%20of%20Statutory%20Auditors.pdf
14.	Policy for Determining Material Subsidiary	https://www.bhil.in/pdf/Policy%20for%20determining%20Material%20Subsidiary.pdf
15.	Guidelines on Corporate Governance	https://www.bhil.in/pdf/Guidelines%20on%20Corporate%20Governance.pdf
16.	Familiarisation Programme for Independent Directors	https://www.bhil.in/pdf/Familiarisation%20Programe.pdf
17.	Responsible and Sustainable Business Conduct Policy	https://www.bhil.in/pdf/Responsible%20and%20Sustainable%20Business%20Conduct%20Policy.pdf
18.	Code of Ethics and personal conduct	https://www.bhil.in/pdf/Code%20of%20Ethics%20and%20Personal%20Conduct.pdf

Business Responsibility and Sustainability Report

Message from MD & CEO

In an era marked by profound global challenges, the concept of sustainable development has taken centre stage. Organizations worldwide are recognizing the imperative to embrace responsible practices that extend beyond mere financial performance. At Bajaj Group, we have always believed that our success is intricately linked to the well-being of the society and the environment in which we operate. We view our responsibility to lead in sustainable development not only as a duty to society but also as an opportunity to do well by doing good. By embracing sustainable development and exceeding minimum disclosure requirements and regulatory compliance, we aim to deliver value to all our stakeholders.

As you may know, BHIL is a holding and investment company and does not have any direct operations of its own. The Company's investments include strategic investments in group companies, financial investments in capital markets, and investments in properties. The Business Responsibility and Sustainability Report (BRSR) of BHIL, as detailed below, conforms to the requirements of SEBI Listing Regulations and the National Voluntary Guidelines (NVGs) on Social, Environmental, and Economic Responsibilities of Business released by the Ministry of Corporate Affairs (MCA), India.

Yours sincerely

Sanjiv Bajaj

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity	L65100PN1945PLC004656
2. Name of the Listed Entity	Bajaj Holdings & Investment Limited referred to as 'the Company / BHIL'
3. Year of incorporation	1945
4. Registered office address	C/o. Bajaj Auto Ltd., Mumbai-Pune Road, Akurdi, Pune - 411 035
5. Corporate address	3 rd Floor, Panchshil Tech Park, Viman Nagar, Pune - 411 014
6. Email	investors@bhil.in
7. Telephone	020 7157 6066
8. Website	www.bhil.in
9. Financial year for which reporting is being done	2023-24
10. Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited BSE Limited
11. Paid-up Capital	₹ 111.29 Crore
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Sriram Subbramaniam Company Secretary ssubbramaniam@bhil.in 020 7157 6066
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone Basis
14. Name of assurance provider	DNV Business Assurance India Private Limited ('DNV')
15. Type of assurance obtained	Reasonable Assurance for Core and Limited Assurance for BRSR Comprehensive

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	The Company is a Systemically Important Non-Deposit taking NBFC registered with Reserve Bank of India under 'Investment and Credit Company'.	The Company operates primarily as a long-term Investment Company with strategic investment in group companies and investments in listed and unlisted securities of other companies.	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Activities of holding companies	6420	100%

III. Operations
18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	Not Applicable*	3	3
International		-	-

* BHIL is engaged in the business of investment in securities out of its own funds and does not undertake any manufacturing activity

19. Markets served by the entity:
a. Number of locations

Locations	Number
National (No. of States)	Not Applicable*
International (No. of Countries)	

*BHIL is engaged in the business of investment in securities out of its own funds and does not undertake any manufacturing activity

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Nil

c. A brief on types of customers

Not Applicable considering the nature of Business of BHIL.

IV. Employees
20. Details as at the end of Financial Year 2024:
a. Employees and workers (including differently abled):

S. No. Particulars	Total (A)	Male		Female	
		No. (B)	% (B / A)	No. (C)	% (C / A)
Employees					
1. Permanent (D)	18	15	83%	3	17%
2. Other than Permanent (E)	1	1	100%	-	-
3. Total employees (D+E)	19	16	84%	3	16%

b. Differently abled Employees and workers: Nil
21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	12	1	8.33%
Key Managerial Personnel*	2	0	0

*Key Managerial Personnel are as defined under section 203(1) of the Companies Act, 2013 and excludes MD & CEO.

22. Turnover rate for permanent employees

(Disclose trends for the past 3 years)

	FY 2024			FY2023			FY2022		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	0%	5.41%	5.41%	7%	44%	16%	8%	15%	10%

*The no. of employees employed in BHIL (in FY2022, FY2023 and FY2024) is approximately around 19, out of which (on an average) 5 employees are female. Considering the limited no. of female employees in BHIL, the turnover rate for female employees during FY2023 appears to be on a higher side in comparison to male employees. However, the average attrition rate for employees in BHIL is approx. 5% in FY2024, while it was 16% and 10% respectively during FY2023 and FY2022.

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity (including its subsidiaries)	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Bajaj Auto Limited	Associate	36.68%	No
2.	Bajaj Finserv Limited	Associate	41.56%	
3.	Maharashtra Scooters Limited	Subsidiary	51%	
4.	Bajaj Auto Holdings Limited	Subsidiary	100%	

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **Yes**

(ii) Turnover (₹ in crore) – ₹ 3,176

(iii) Net worth (₹ in crore) – ₹ 12,642

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redressal policy)	FY 2024			FY 2023		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	Nil	Nil	-	Nil	Nil	-
Investors (other than shareholders)	NA	NA	NA	-	NA	NA	-
Shareholders	Yes	5	Nil	*refer note	5	Nil	-
Employees and workers	Yes	Nil	Nil	-	Nil	Nil	-
Government and Regulators	Yes	Nil	Nil	-	Nil	Nil	-
Customers	NA	NA	NA	-	NA	NA	-
Value Chain Partners	NA	NA	NA	-	NA	NA	-

*All the complaints usually pertain to non-receipt of dividend, annual reports, etc. and have been resolved in a timely manner.

As a principle, in line with the policies, practices and processes of the Company, it engages with its stakeholders and strives to resolve differences with them in a just, fair, equitable and consistent manner and if warranted takes corrective measures. There are certain policies which are internal documents and are not accessible to public, in addition to the policies available on Company's website, regarding conduct with stakeholders, including grievance mechanisms.

26. Overview of the entity's material responsible business conduct issues:

Considering the nature of business of the Company, there are no material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity for the Company.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs (Yes/No)	Yes								
b. Has the policy been approved by the Board? (Yes/No)	Yes. The Company has a policy covering all the principles ('Responsible and Sustainable Business Conduct Policy') approved by its Board in October 2022								
c. Web Link of the Policies, if available	https://www.bhil.in/investors.html#url-codes-policies								
2. Whether the entity has translated the policy into procedures (Yes/No)	Yes. The Company has translated the policies and imbibed the same into procedures and practices of the Company, as applicable								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No, considering the nature of Business of BHIL								
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle	All policies have been developed based on industry practices or as per the regulatory requirements, as may be applicable to the Company								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any	None, considering the nature of business of BHIL								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met	Not applicable								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements:	We are committed to fulfilling our responsibility to the society and the environment. Further, through our CSR policy we continue to drive initiatives for the benefit of different segments of the society, with focus on the marginalised, poor, needy, deprived, under-privileged and differently abled persons.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies)	Sanjiv Bajaj, Managing Director & CEO DIN: 00014615								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	No								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director /Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9
Performance against above policies and follow up action	As a practice, all the policies of the Company are reviewed periodically or on a need basis by department heads, senior management personnel/ respective committees and placed before the Board as and when required. During this assessment, the efficacy of these policies is also reviewed and necessary changes to policies and procedures are implemented.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company is compliant with the extant regulations, as applicable.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). No, Evaluation is a continuous process and is done internally.

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	Principle 1 to 9
The entity does not consider the Principles material to its business (Yes/No)	-
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-
It is planned to be done in the next financial year (Yes/No)	-
Any other reason (please specify)	-

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes	Total number of training and awareness programmes held
Board of Directors	On an ongoing basis, the Company carries out familiarisation programmes for its directors, as required under the SEBI Listing Regulations and on an ongoing basis keeps the Directors and KMPs abreast on matters relating to risk metrics, mitigation and management, governing regulations, information technology including cyber security, their roles, rights and responsibilities and major developments and updates on the Company, etc.		100%	
Key Managerial Personnel	A declaration from the Directors and Senior Management's affirmation to the Code of Conduct for Directors and Senior Management is communicated to all stakeholders by the Managing Director, through the Annual Report.			
Employees other than BoD and KMPs	Training is also given to employees on code of conduct, insider trading, ESG, prevention of sexual harassment and anti-money laundering on an annual basis		100%	
Workers	There are no workers in BHIL.		-	

2. Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies / judicial institutions, in the financial year:

Nil

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

Not applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company has adopted a comprehensive code i.e., Code of Ethics and Personal Conduct (CoEPC) which provides for zero tolerance towards unethical business practices and prohibits bribery in any form in all of its dealing.

CoEPC is hosted on the website of the Company and can be accessed via given link:
<https://www.bhil.in/pdf/Code%20of%20Ethics%20and%20Personal%20Conduct.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2024	FY 2023
Directors	Nil	Nil
KMPs		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

	FY 2024		FY 2023	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	-	Nil	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable.

8. Number of days of accounts payables {(Accounts payable *365) / Cost of goods/services procured}:

	FY 2024	FY 2023
Number of days of accounts payable	12	7

9. Open-ness of Business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024	FY 2023
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Nil	Nil
	b. Number of trading houses where purchases are made from	Nil	Nil
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	Nil	Nil
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	Nil	Nil
	b. Number of dealers / distributors to whom sales are made	Nil	Nil
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	Nil	Nil
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	27.04%	22.65%
	b. Sales (Sales to related parties / Total Sales)	86.57%	80.69%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0.17%	0.11%
	d. Investments (Investments in related parties / Total Investments made)	32.95%	38.21%

Note: Sales mainly includes dividend received, proceeds on buyback of equity shares, business support services income

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2024	FY 2023	Details of Improvements in environmental and social impacts
R&D	Not applicable, considering the nature of business of the Company.		
Capex			

2. Does the entity have procedures in place for sustainable sourcing?

Not applicable, considering the nature of business of the Company.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Not applicable considering that the Company is an investment company and it neither has consumption of raw material nor produces any tangible goods, hazardous or otherwise.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities.

No

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident Insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Employees (including trainees)											
Male	16	16	100%	16	100%	-	-	16	100%	16	100%
Female	3	3	100%	3	100%	3	100%	-	-	3	100%
Total	19	19	100%	19	100%	3	100%	16	100%	19	100%

- b. Details of measures for the well-being of workers:

There are no workers in BHIL.

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent):

	FY 2024	FY 2023
Cost incurred on well-being measures as a % of total revenue of the Company	Nil	Nil

2. Details of retirement benefits, for Current and Previous Financial Year.

Benefits	FY 2024			FY 2023		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	NA	Y	100%	NA	Y
Gratuity	100%	NA	Y	100%	NA	Y
ESI	Nil	NA	NA	Nil	NA	NA

3. Accessibility of Workplace:

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

As a principle, the Company through its Equal Employment Opportunity and Non-discrimination policy and Employee Charter - Human Rights Statement, prohibits any kind of discrimination against any person with disability in any matter related to employment as per the Right of Person with Disabilities Act, 2016 and Transgender persons (Protection of Rights) Act, 2019. Offices of BHIL have ramps for easy movement of differently abled people and wheelchair accessible restrooms are available.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company has adopted a comprehensive code i.e., Code of Ethics and Personal Conduct (CoEPC) which includes clauses related to anti-corruption or anti-bribery.

CoEPC is hosted on the website of the Company at <https://www.bhil.in/pdf/Code%20of%20Ethics%20and%20Personal%20Conduct.pdf>

5. Return to work and Retention rates of permanent employees and workers that took parental leave: Not applicable during the year under review

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
Total	NA	NA	NA	NA

Since none of the employees have availed maternity / paternity leave during the year, this has been reported as NA.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

BHIL strives to create a culture which is fair, open and transparent and where employees can openly present their views. BHIL enables employees to work without fear of prejudice, gender discrimination and harassment. It has zero tolerance towards any non-compliance of these principles. BHIL has 'Code of Ethics', 'Whistle Blower Policy' and 'Prevention of Sexual Harassment' framework serving as grievance mechanisms for its employees to report or raise their concerns confidentially and anonymously, and without fear of any retaliation.

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Employees of BHIL are not part of any employee association.

8. Details of training given to employees:

Category	FY 2024				FY 2023					
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees (including trainees)										
Male	16	16	100%	-	-	15	15	100%	-	-
Female	3	3	100%	-	-	4	4	100%	-	-
Total	19	19	100%	-	-	19	19	100%	-	-

9. Details of performance and career development reviews of employees and worker:

Performance appraisal was conducted during the year for all the eligible employees as per the policy.

10. Health and safety management system:

- Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?
Yes. BHIL employees participate in periodical training on fire safety and evacuation drills.
BHIL also encourages its employees on health and safety related aspects such as wearing helmets while driving on two wheels, wearing seatbelts in four wheels, eating healthy, drinking enough water, stay on the move, using stairs in place of elevators etc.
- What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?
Considering the nature of business of BHIL, the same is not applicable.
- Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.
Not applicable.
- Do the employees of the entity have access to non-occupational medical and healthcare services?
Yes.

11. Details of safety related incidents, in the following format:

Safety Incident / Number	Category	FY 2024	FY 2023
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	NA	NA
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	NA	NA
No. of fatalities	Employees	Nil	Nil
	Workers	NA	NA
High consequence work-related injury or ill health	Employees	Nil	Nil
	Workers	NA	NA

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Refer 10(a) above.

13. Number of Complaints on the following made by employees and workers

	FY 2024			FY 2023		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	-	Nil	Nil	-
Health & Safety	Nil	Nil	-	Nil	Nil	-

14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health & Safety practices	BHIL strives to keep the workplace environment safe, hygiene and humane, upholding the dignity of the employees.
Working conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions:

Not applicable.

PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Considering the corporate structure of BHIL and its business, the key stakeholders are shareholders, government, regulators, employees and the society.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

Stakeholder Group	Whether identified as vulnerable & Marginalized Group (Yes/ No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website)	Frequency of engagement (Annually/ Half yearly/ Quarterly)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Email, Physical, through Stock Exchanges and website dissemination (as the case maybe)	Annually, Half yearly and need based	To inform about the performance, major developments and other relevant updates regarding the Company including Annual General Meeting, Postal Ballot, if any
Government and Regulators	No	Multiple channels – physical and digital	Need based	To provide timely recommendations/ feedback on draft policies, representations before regulators and associations for advancement
Employees	No	Email/digital	Frequent and need based	To create a thriving, safe and inclusive workplace for its employees and providing merit-based opportunities for professional development and growth
Society	No	Multiple channels – physical and digital	Frequent and need based	To promote social welfare activities for inclusive growth, fair and equitable development and well-being of society through our business functioning and CSR activities

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Any employee who works in BHIL must adhere to the commitment to integrity and ensure the principles laid down in CoEPC which amongst other things includes principles of mutual respect, privacy, equal opportunities and non-discrimination, health, safety and environment and prevention of sexual harassment. It also lays down the principles of equal opportunity and non-discrimination, anti-corruption and bribery, prohibition of forced and child labour, safe and harassment-free workplace, amongst others. During FY2024, BHIL created awareness on ESG initiatives (including human rights) for its employees through internal communication channels.

2. Details of minimum wages paid to employees, in the following format:

Category	FY 2024				FY 2023					
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees (including trainees)										
Male	16	-	-	16	100%	15	-	-	15	100%
Female	3	-	-	3	100%	4	-	-	4	100%

3. Details of remuneration/salary/wages:

a. Median Remuneration

	Male		Female	
	Number	Median remuneration (₹ in Crore)	Number	*Median remuneration (₹ in Crore)
BoD – Non-executive directors*	9	0.26	1	0.48
BoD – Executive director	1	27.04	-	-
KMPs (excluding BoD)	2	1.65	-	-
Permanent employees other than BoD and KMPs**	15	0.68	4	0.69

*All non-executive directors are entitled to same sitting fees and commission. Differences in remuneration arise because of the sitting fees, which is dependent of number of meetings attended as per their memberships of different committees.

**includes remuneration of employees who had resigned during FY2024.

#Median remuneration not applicable considering only one female director in the Company for FY2024.

b. Gross wages paid to females as % of total wages paid by the entity:

	FY 2024	FY 2023
Gross wages paid to females as % of total wages	5.49%	7.98%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

While BHIL aims to not have a situation that leads to any grievance, however, if such situation arises, BHIL has a well-defined Grievance redressal mechanism for its employees. A formal grievance mechanism is available to all employees, to report or raise their concerns confidentially and anonymously, without fear of any retaliation.

Any issue which directly or indirectly relates to an employee causing cognisable negative impact or hurt to another employee either physically or psychologically by actions or words which are not within the meaning of acceptable work behaviour as prescribed by the organisation. e.g., indecent office demeanour, verbal abuse, physical assault, suppression and/ or misreporting of facts, figures and information, coercion, any other acts/ incidents which may amount to a criminal offence under Indian Penal Code, non-reporting of malpractices despite having knowledge of same, violation of Information Technology, Code of Conduct and/ or Separation policy.

BHIL regards respect for human rights as one of its fundamental and core values and strives to support, protect and promote human rights to ensure that fair and ethical business and employment practices are followed. BHIL believes that every workplace shall be free from violence, harassment, intimidation and/or any other unsafe or disruptive conditions, either due to external or internal threats. Accordingly, BHIL has aimed to provide reasonable safeguards for the benefit of employees at the workplace, while having due regard for their privacy and dignity. BHIL also has zero tolerance towards and prohibits all forms of slavery, coerced labour, child labour, human trafficking, violence or physical, sexual, psychological or verbal abuse. As a matter of policy, BHIL does not hire any employee or engage with any agent or vendor against their free will.

6. Number of Complaints on the following made by employees and workers:

	FY 2024			FY 2023		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	Nil	Nil	Nil	Nil
Discrimination at workplace	Nil	Nil	Nil	Nil	Nil	Nil
Child Labour	Nil	Nil	Nil	Nil	Nil	Nil
Forced Labour/ Involuntary Labour	Nil	Nil	Nil	Nil	Nil	Nil
Wages	Nil	Nil	Nil	Nil	Nil	Nil
Other human rights related issues	Nil	Nil	Nil	Nil	Nil	Nil

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

	FY 2024	FY 2023
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

A formal grievance mechanism is available to all employees to report or raise their concerns confidentially and anonymously, without fear of retaliation, along with mechanism to consult on ethical issues through the explicit means provided by CoEPC, Employee Charter and Human Rights Statement disciplinary action committee reviews, whistle blower, POSH policy and vigil mechanism policies. BHIL prohibits retaliation against any employee who reports in good faith any suspected or potential violation of the CoEPC of the Company which includes aspects of discrimination and harassment. It is the duty of every Employee to report instances of possible CoEPC violations that they are aware of. At BHIL, sharing a possible concern about the Code honestly and in good faith, even if it turns out to be unfounded – is never an excuse for any kind of retaliation. The Ethics Officer ensures CoEPC investigations are conducted in a fair and confidential manner and that there will not be any adverse impact on Employees who highlight possible CoEPC violations in good faith.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

No, considering the nature of business of BHIL.

10. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	
Forced Labour/ Involuntary Labour	
Sexual harassment	None.
Discrimination at workplace	However, BHIL complies with all the applicable laws.
Wages	
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

Not applicable.

PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity:

Parameters	FY 2024	FY 2023
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)*	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	-	-
From non-renewable sources		
Total electricity consumption (D)	584	259
Total fuel consumption (E)	23,593	30,553
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	24,177	30,812
Energy intensity per rupee of turnover (Total energy consumption/ revenue from operations)	7.61	15.89
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	170.52	352.67

* Total fuel consumption pertains only to the Aircraft operated by BHIL on a lease, which is exclusively used for official purposes by the employees, senior management and Board of Directors of Bajaj group entities.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not applicable.

3. Provide details of the following disclosures related to water:

Considering that BHIL offices are part of shared premises, the disclosure relating to 'water withdrawal' are not quantifiable.

However, efforts have been made at BHIL to ensure that water is consumed judiciously in the office premises at Pune and Mumbai. In some of our offices, sensor taps are installed in washrooms to optimise water consumption.

4. Provide the details related to water discharged:

Considering that BHIL offices are part of shared premises, the disclosure relating to 'water withdrawal' are not quantifiable

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No.

6. Please provide details of air emissions (other than GHG emissions) by the entity:

Not applicable.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity:

Parameter	Unit	FY2024	FY2023
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	1,641.76 CO ₂ : 1,607.82 CH ₄ : 20.32 N ₂ O : 13.62	2,125.50 CO ₂ : 2,082.17 CH ₄ : 23.49 N ₂ O : 19.84
Total Scope 2 emissions (tCO ₂ /MWh) (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	115.74	56.69
Total Scope 1 and Scope 2 emissions per rupee of turnover *	Per crore of Consolidated Total Revenue from operations	0.55	1.13
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	PPP/CR	12.39	24.98

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Not applicable considering the nature of business of BHIL.

9. Provide details related to waste management by the entity, in the following format:

Considering the nature of business of BHIL and considering it owning only a part of premises for official purposes, there are inter-alia no waste (hazardous as well as non hazardous) generated by BHIL. Hence, the prescribed table is not captured in this report. During FY 2024, the total E-waste generated was 3.2 kg which was sent to certified cylinder.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

None, considering the nature of business and considering no office premises being owned by the entity for its operations.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Not Applicable.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

No project was subjected to environmental impact assessment of projects undertaken by the entity based on the applicable laws.

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances:

Not applicable considering the nature of business of BHIL.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations:

Nil

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Not applicable

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

No corrective action was necessitated during the year under review

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Social Impact Assessment was not required for any projects of the Company under applicable laws.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:

Not applicable.

3. Describe the mechanisms to receive and redress grievances of the community.

The Company has various mechanisms to receive and redress grievances of its stakeholders.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

None, considering the nature of business of BHIL.

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2024*	FY 2023*
Rural	-	-
Semi-urban	-	-
Urban	-	-
Metropolitan	100%	100%

*Considering the nature of business of the Company, there are less than 20 employees employed in BHIL, who operate out of our offices in Mumbai and Pune.

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

None, considering the nature of business of BHIL.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Not applicable considering BHIL being an investment company and it derives majority of its income from dividend earned on the investments held by it in other body corporate(s).

3. Number of consumer complaints in respect of the following:

	FY 2024	FY 2023
Data Privacy	Nil	Nil
Advertising		
Cyber-security		
Delivery of essential services		
Restrictive Trade Practices		
Unfair Trade Practices		
Other		

4. Details of instances of product recalls on account of safety issues

Not applicable

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Not applicable

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not applicable

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches

Nil

b. Percentage of data breaches involving personally identifiable information of customers

Not applicable

c. Impact, if any, of the data breaches

Not applicable

Independent Assurance Statement

Introduction

DNV Business Assurance India Private Limited ('DNV'), has been commissioned by Bajaj Holdings & Investment Limited (Corporate Identity Number L65100PN1945PLC004656, hereafter referred to as 'BHIL' or 'the Company') to undertake an independent assurance of the Company's disclosures in Business Responsibility and Sustainability Report (hereafter referred to as 'BRSR'). The disclosures include the 9 Core attributes of BRSR as per Annex I of SEBI circular dated 12 July 2023 and rest non-financial quantitative disclosures in BRSR (Annexure II of SEBI circular dated 12 July 2023).

Reporting standard/framework

The disclosures have been prepared by BHIL in reference to:

- BRSR Core – Framework for assurance and ESG disclosures for value chain as per SEBI (Securities and Exchange Board of India) Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023.
- BRSR reporting guidelines (Annexure II) as per SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dated May 10, 2021, and incorporated Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.
- Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard.

Assurance Methodology/Standard

This assurance engagement has been carried out in accordance with DNV's VeriSustain™ protocol (v6.0), which is based on our professional experience and international assurance practice, and the international standard in Assurance Engagements, ISAE 3000 (revised) - Assurance Engagements other than Audits or Reviews of Historical Financial Information. DNV's Verisustain™ Protocol has been developed in accordance with the most widely accepted reporting and assurance standards.

Apart from DNV's Verisustain™ protocol (v6.0), DNV team has also followed ISO 14064-3 - Specification with guidance for the verification and validation of greenhouse gas statements to evaluate indicators wrt. Greenhouse gases disclosures.

Intended User

The intended user of this assurance statement is the Management of Bajaj Holdings & Investment Limited ('the Management').

Level of Assurance

- Reasonable Level of assurance for 9 Core Attributes of BRSR (Ref: Annexure I of SEBI circular)
- Limited Level of assurance for the rest non-financial quantitative disclosures BRSR report (Ref: Annexure II of SEBI circular).

Responsibilities of the Management of BHIL and of the Assurance Provider

The Management of BHIL has the sole responsibility for the preparation of the BRSR and is responsible for all information disclosed in the BRSR Core and BRSR Report. The company is responsible for maintaining processes and procedures for collecting, analyzing and reporting the information and also, ensuring the quality and consistency of the information presented in the Report. BHIL is also responsible for ensuring the maintenance and integrity of its website and any referenced BRSR disclosures on their website.

In performing this assurance work, DNV’s responsibility is to the Management of the Company; however, this statement represents our independent opinion and is intended to inform the outcome of the assurance to the stakeholders of the Company.

Scope, Boundary and Limitations

Scope

The scope of our engagement includes independent reasonable level of assurance of ‘BRSR 9 Core Attributes’ (Ref: Annexure I of SEBI Circular).

Limited level of assurance for the rest non-financial quantitative disclosures in BRSR (Ref: Annexure II of SEBI circular) for Financial Year (FY) 2023-24 as listed below-

- Section A: General Disclosures- 20-a, b, 21, 22, 25
- Section C: Principle Wise Performance Disclosure-
 - Principle 3: Essential Indicator 1-a, 2, 8, 13
 - Principle 5: Essential Indicator 6

Boundary of our assurance work:

Boundary covers the performance of BHIL operations in India that fall under the direct operational control of the Company’s Legal structure. Based on the agreed scope with the Company, the boundary covers the operations across all location in India, unless otherwise stated in the table below,

BRSR Indicator	Boundary/ Reporting limitations for reasonable level of assurance
Principle 6, Question 3 & 4 of Essential Indicators – Water footprint	Not reported by BHIL
Principle 3, Question 1 (c) of Essential Indicators – Enhancing Employee Wellbeing and Safety	Not reported by BHIL

Limitation(s):

We performed a reasonable level of assurance for the BRSR Core indicators and limited level of assurance for the rest non-financial quantitative BRSR indicators based on our assurance methodology DNV’s VeriSustain™ protocol (v6.0).

The assurance scope has the following limitations:

- The assurance engagement considers an uncertainty of ±5% based on materiality threshold for estimation/ measurement errors and omissions.
- DNV has not been involved in evaluation or assessment of any financial data/performance of the company. DNV opinion on specific BRSR Core indicators (ref- for total revenue from operations; Principle 3, Question 1(c) of Essential Indicators for Spending on measures towards well-being of employees and workers – cost incurred as a % of total revenue of the company; Principle 8, Question 4 of Essential Indicators, Principle 1, Question 8 of Essential Indicators and Principle 1, Question 9 of Essential Indicators) relies on the third party audited data. DNV does not take any responsibility of the financial data reported in the audited financial reports of the Company.
- The assessment is limited to data and information within the defined Reporting Period. Any data outside this period is not considered within the scope of assurance.
- Data outside the operations specified in the assurance boundary is excluded from the assurance, unless explicitly mentioned otherwise in this statement.

- The assurance does not cover the Company's statements that express opinions, claims, beliefs, aspirations, expectations, aims, or future intentions. Additionally, assertions related to Intellectual Property Rights and other competitive issues are beyond the scope of this assurance.
- The assessment does not include a review of the Company's strategy or other related linkages expressed in the Report. These aspects are not within the scope of the assurance engagement.
- The assurance does not extend to mapping the Report with reporting frameworks other than those specifically mentioned. Any assessments or comparisons with frameworks beyond the specified ones are not considered in this engagement.
- Aspects of the Report that fall outside the mentioned scope and boundary are not subject to assurance. The assessment is limited to the defined parameters.
- The assurance engagement does not include a review of legal compliances. Compliance with legal requirements is not within the scope of this assurance, and the Company is responsible for ensuring adherence to relevant laws.
- The assurance engagement is based on the assumption that the data and information provided by the Company are complete, sufficient and authentic.

Assurance process

As part of the assurance process, a multi-disciplinary team of assurance specialists performed assurance work for selected sites of BHIL. We visited BHIL Mumbai office for on-site audit and conducted remote audit of BHIL's Pune office. For limited level of verification, we adopted a risk-based approach, that is, we concentrated our assurance efforts on the issues of high material relevance to the Company's business and its key stakeholders. We carried out the following activities:

BRSR Core Indicators – Reasonable level of Assurance	Rest non-financial quantitative disclosures in BRSR Report – Limited Level of Assurance
Reviewed the disclosures under BRSR Core, encompassing the framework for assurance consisting of a set of Key Performance Indicators (KPIs) under 9 ESG attributes. The format of BRSR Core used as a basis of reasonable level of assurance.	Reviewed the disclosures under BRSR reporting guidelines. Our focus included general disclosures, management processes, principle wise performance (essential indicators, and leadership indicators) and any other key metrics specified under the reporting framework. The BRSR reporting format used a basis of limited level of assurance.
Evaluation of the design and implementation of key systems, processes and controls for collecting, managing and reporting the BRSR Core indicators	Understanding the key systems, processes and controls for collecting, managing and reporting the non-financial quantitative disclosures in BRSR report.
Assessment of operational control and reporting boundaries	Walk-through of key data sets. Understand and test, on a sample basis, the processes used to adhere to and evaluate adherence to the reporting principles.
Seek extensive evidence across all relevant areas, ensuring a detailed examination of BRSR Core indicators. Engaged directly with stakeholders to gather insights and corroborative evidence for each disclosed indicator.	Collect and evaluate documentary evidence and management representations supporting adherence to the reporting principles.
Interviews with selected senior managers responsible for management of disclosures and review of selected evidence to support environmental KPIs and metrics disclosed the Report. We were free to choose interviewees and interviewed those with overall responsibility of monitoring, data collation and reporting the selected indicators.	Interviews with the senior managers responsible for management of disclosures. We were free to choose interviewees and interviewed those with overall responsibility of monitoring, data collation and reporting the selected indicators.

DNV audit team conducted on-site audits for data testing and also, to assess the uniformity in reporting processes and also, quality checks at different locations of the Company. Sites for data testing and reporting system checks were selected based on the %age contribution each site makes to the reported indicator, complexity of operations at each location (high/low/medium) and reporting system within the organization. Sites selected for audits are listed in Annexure-II.

Conduct a comprehensive examination of key material aspects within the BRSR Core framework supporting adherence to the assurance based on applicable principles plus specified data and information.

DNV audit team conducted on-site audits for corporate offices and sites. Sample based assessment of site-specific data disclosures was carried out. We were free to choose sites for conducting our assessment.

Reviewed the process of reporting as defined in the assessment criteria.

In both the cases, DNV teams conducted the:

- Verification of the data consolidation of reported performance disclosures in context to the Principle of Completeness.
- Verification of the consolidated reported performance disclosures in context to the Principle of Completeness as per DNV's VeriSustain™ protocol (v6.0) for reasonable level verification for the disclosures.

Conclusion

Reasonable level of Assurance- BRSR 9 Core Attributes

Based on our review and procedures followed for reasonable level of assurance, DNV is of the opinion that, in all material aspects, the BRSR 9 Core Attributes (as listed in Annexure I of this statement) for FY 2023-24 are reported in accordance with reporting requirements outlined in BRSR Core (Annexure I of SEBI Circular dated 12 July 2023).

Limited Level of Assurance- BRSR Reporting Format

On the basis of the assessment undertaken, nothing has come to our attention to suggest that the BRSR disclosures of Bajaj Holdings & Investment Limited as mentioned under section 'Scope' do not properly adhere to the reporting requirements as per BRSR reporting guidelines (Annexure II of SEBI Circular) for FY 2023-24.

Statement of Competence and Independence

DNV applies its own management standards and compliance policies for quality control, which are based on the principles enclosed within ISO IEK 17029:2019 – Conformity assessment – General principles are requirements for validation and verification bodies, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

We have complied with the DNV Code of Conduct¹ during the assurance engagement and maintain independence wherever required by relevant ethical requirements. This engagement work was carried out by an independent team of sustainability assurance professionals. During the reporting period i.e. FY 2023-24, DNV, to the best of its knowledge, was not involved in any non-audit/non-assurance work with the Company and its Group entities which could lead to any Conflict of Interest. DNV was not involved in the preparation of any statements or data included in the Report except for this Assurance Statement for internal use of Bajaj Holdings & Investment Limited. DNV maintains complete impartiality toward stakeholders interviewed during the assurance process. To the best of our knowledge, we did not provide any services to Bajaj Holdings & Investment Limited in the scope of assurance for the reporting period that could compromise the independence or impartiality of our work.

¹ DNV Corporate Governance & Code of Conduct - <https://www.dnv.com/about/in-brief/corporate-governance.html>

Purpose and Restriction on Distribution and Use

This assurance statement, including our conclusion has been prepared solely for the exclusive use and benefit of management of the Company and solely for the purpose for which it is provided. To the fullest extent permitted by law, DNV does not assume responsibility to anyone other than the Company for DNV's work or this assurance statement. The usage of this assurance statement shall be governed by the terms and conditions of the contract between DNV and BHIL and DNV does not accept any liability if this assurance statement is used for an alternative purpose from which it is intended, nor to any third party in respect of this assurance statement. No part of this assurance statement shall be reproduced, distributed or communicated to a third party without prior written consent.

For DNV Business Assurance India Private Limited

Ankita Parab Lead Verifier, Sustainability Services, DNV Business Assurance India Private Limited, India.	Karthik Ramaswamy Assurance Reviewer, Sustainability Services, DNV Business Assurance India Private Limited, India.
Assurance Team: Anjana Sharma, Himanshu Babbar	

17/06/2024, Mumbai, India.

DNV Business Assurance India Private Limited is part of DNV – Business Assurance, a global provider of certification, verification, assessment and training services, helping customers to build sustainable business performance. www.dnv.com

Annex I

Verified Data

Sr. No.	Attribute	Parameter	Unit of Measures	Assured Values
1	Green-house gas (GHG) footprint Greenhouse gas emissions may be measured in accordance with the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard*	Total Scope 1 emissions	MT of CO2e	1641.76 CO2: 1607.82 CH4: 20.32 N2O: 13.62
		Total Scope 2 emissions	MT of CO2e	115.74
		Total Scope 1 and Scope 2 emission intensity per rupee of turnover	MT CO2e/ Revenue from operations in ₹ Cr	0.55
		Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	MT CO2e/ Revenue from operations in ₹ Cr adjusted to PPP	12.39
		Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	Not reported
2	Water footprint	Total water consumption	KL	Not reported
		Water consumption intensity	KL/ Revenue from operations in ₹ Cr	
			KL / Revenue from operations in ₹ Cr. adjusted for PPP	
		Water intensity in terms of physical output	-	
3	Energy footprint	Total energy consumed	Giga Joules (GJ)	24177
		% of energy consumed from renewable sources	In % terms	Nil
		Energy intensity	GJ/ Revenue from operations in ₹ Cr. adjusted for PPP	7.61
			GJ/ Revenue from operations in ₹ Cr	170.52
		4	Embracing circularity - details related to waste management by the entity	Plastic waste (A)
E-waste (B)	kg			3.2
Bio-medical waste(C)	kg			NIL
Construction & Demolition waste (D)	kg			NA
Battery Waste (E)	kg			NIL
Radioactive Waste(F)	kg			NA
Total (A+B+C+D+E+F)	kg			3.2
Waste intensity per rupee of turnover from operations	MT/ Revenue from operations in ₹ Cr.			Not reported as it is negligible
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	MT / Revenue from operations in ₹ Cr. adjusted for PPP			Not reported as it is negligible
Waste intensity		Not reported as it is negligible		

Sr. No.	Attribute	Parameter	Unit of Measures	Assured Values
		total waste recovered through recycling, re-using or other recovery operations		
		(i) Recycled	kg	3.2
		(ii) Re-used	kg	-
		Total	kg	3.2
		total waste disposed by nature of disposal method		
		(i) Incineration	kg	-
		(ii) Landfilling	kg	-
		Total	kg	-
5	Enhancing Employee Wellbeing and Safety	Spending on measures towards well-being of employees and workers – cost incurred as a % of total revenue of the company (Excluding Workers)	In % terms	-
		Details of safety related incidents for employees and workers (including contract-workforce e.g. workers in the company's construction sites)	Number of Permanent Disabilities	Employee: Nil Worker: NA
			Total recordable work-related injuries	Employee: Nil Worker: NA
			Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employee: Nil Worker: NA
			No. of fatalities	Employee: Nil Worker: NA
6	Enabling Gender Diversity in Business	Gross wages paid to females as % of wages paid	In % terms	5.49%
		Complaints on POSH	Total Complaints on Sexual Harassment (POSH) reported	Nil
			Complaints on POSH as a % of female employees / workers	Nil
			Complaints on POSH upheld	Nil
7	Enabling Inclusive Development	Input material sourced from following sources as % of total purchases –and from within India	Directly sourced from MSMEs/ small producers (In % terms – As % of total purchases by value)	-
			Directly sourced from within India	-
		Job creation in smaller towns – Wages paid to persons employed in smaller towns (permanent or non-permanent /on contract) as % of total wage cost	Location	
			Rural	-
			Semi-urban	-
			Urban	-
			Metropolitan	100%

Sr. No.	Attribute	Parameter	Unit of Measures	Assured Values	
8	Fairness in Engaging with Customers and Suppliers	Instances involving loss / breach of data of customers as a percentage of total data breaches or cyber security events	In % terms	Nil	
		Number of days of accounts payable	(Accounts payable *365) / Cost of goods/services procured	12	
9	Open-ness of business	Concentration of purchases & sales done with trading houses, dealers, and related parties	Purchases from trading houses as % of total purchases	NA	
		Loans and advances & investments with related parties	Number of trading houses where purchases are made from	NA	
			Purchases from top 10 trading houses as % of total purchases from trading houses	NA	
			Sales to dealers / distributors as % of total sales	NA	
			Number of dealers / distributors to whom sales are made	NA	
			Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	NA	
			Share of RPTs (as respective %age) in		
			Purchases	27.04%	
			Sales	86.57%	
Loans & advances	0.17%				
Investments	32.95%				

Note:

- Emission factors used and their references, assumptions considered are mentioned in the 'GHG Inventory Report', 2024 prepared by Bajaj Finserv Group, which is applicable to BHIL.
- Calculation of Scope 1 GHG emissions are based on UK government's Department for Environment, Food and Rural Affairs (DEFRA) emission factors.
- Scope 2 GHG emissions for Indian operations are calculated based on the Grid Electricity EF - Central Electricity Authority, Govt. of India, CO2 baseline database for Indian Power Sector, version 19, December 2023 EF considered (including RES & Captive power injection into grid) is 0.716 kgCO2 per kWh. https://cea.nic.in/wp-content/uploads/baseline/2024/04/User_Guide_Version_19.0.pdf
- For fuel rate average consideration, https://ppac.gov.in/uploads/page-images/1711513222_b64a426eaac364980b78.pdf accessed on date 27th March 2024, is referred.

General Shareholder Information

79th Annual General Meeting ('AGM')

Day and Date	Wednesday, 24 July 2024
Time	4:15 p.m. IST
Venue	Hotel Hyatt Regency, Viman Nagar, Pune - 411 014
Financial Year	1 April 2023 to 31 March 2024
Mode of AGM	Physical
Remote e-voting starts	Sunday, 21 July 2024, 9:00 a.m. IST
Remote e-voting ends	Tuesday, 23 July 2024, 5:00 p.m. IST
E-voting at AGM	Wednesday, 24 July 2024

Tentative meeting schedule for considering financial related matters for FY2025

Type of meeting	Particulars	Indicative month
Audit Committee and Board	To review and approve the unaudited financial results for the quarter ending 30 June 2024, subject to limited review.	July 2024
	To review and approve the unaudited financial results for the quarter and half year ending 30 September 2024, subject to limited review.	October 2024
	To review and approve the unaudited financial results for the quarter and nine months ending 31 December 2024, subject to limited review.	January 2025
	To review and approve audited annual results for the year ending 31 March 2025	April 2025

In addition to the above, Board meetings are convened in March and September to discuss investment strategy, operating plans and other matters. Additional committee meetings are also convened as and when deemed necessary.

Registrar and Share Transfer Agent

In terms of Regulation 7 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), KFin Technologies Ltd. (referred to as 'KFin') continues to be the Registrar and Share Transfer Agent and handle all relevant corporate registry services for equity shares.

Review of service standards adhered by KFin with respect to share related activities

The Company has agreed service timelines and standards for various shareholder related services with KFin. On an on-going basis, the secretarial team engages with officials of KFin at various levels for review of these standards and other share related activities. Periodic meetings and discussions are held to understand the concerns of shareholders, deviations, if any in the timelines for processing service request, best practices and other measures to strengthen shareholders related services. In addition, the activities at KFin are also reviewed by the internal audit team.

Dividend and date of payment

The Board of Directors have recommended a final dividend of ₹ 21 per equity share (210%) of the face value of ₹ 10 for FY2024, subject to approval of the members at the ensuing AGM.

Dividend on equity shares, if declared at the AGM, will be credited/ dispatched on or before Monday, 29 July 2024, to all eligible shareholders holding shares as of the end of the day on Friday, 28 June 2024 (record date).

Payment of dividend

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

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.

SEBI, vide its circular dated 16 March 2023 read with circular dated 17 November 2023, mandated that the security holders holding securities in physical form, whose folio(s) do not have PAN (Aadhar seeded) or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment of dividend in respect of such folios, only through electronic mode with effect from 1 April 2024.

In case of any of the aforesaid KYC has not been updated in respect of physical folios, dividend shall be paid only through electronic mode with effect from 1 April 2024, upon furnishing all the aforesaid details in entirety. After successful updation of the details, the security holder would receive all the dividends declared during that period (from 1 April 2024, till date of updation) automatically in respect of the folio.

All the relevant forms with respect to the above are available at the website of the Company at <https://www.bhil.in/investors.html#url-shareholders-guide-including-iepf-matters> and RTA at https://ris.kfintech.com/clientservices/isc/#isc_download_hrd In case of members holding shares in demat mode, they are requested to update details with their respective depository participant.

Tax Deducted at Source ('TDS') on dividend

Pursuant to the changes introduced by the Finance Act, 2020, w.e.f. 1 April 2020, there will be no Dividend Distribution Tax payable by the Company. The dividend, if declared will be taxable in the hands of the members. The TDS rate would vary depending on the residential status of the members and the documents submitted by them and accepted by the Company. For more details, members are requested to refer to the 'Notice of AGM.'

Unclaimed dividends

As per section 124(5) of Companies Act, 2013 (the 'Act') and section 205 of the erstwhile Companies Act, 1956, 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 the Investor Education and Protection Fund ('Fund') set up by the Central Government. Accordingly, unpaid/unclaimed dividends upto FY2016 have already been transferred by the Company to the said Fund.

Unpaid/unclaimed dividend for FY2017 shall be transferred to the Fund in September 2024. Members are requested to verify their records and send their claim, if any, for FY2017, before such amount becomes due for transfer. Communication are being sent to members, who have not yet claimed dividend for FY2017, requesting them to claim the same as well as unpaid dividend, if any, for subsequent years.

The following are the details of unclaimed dividends which are due to be transferred to the Fund in the coming years including current year.

Year	Dividend Type	Date of Declaration [AGM/Board meeting Date]	Last date for claiming dividend	Due date for transfer
2016-2017	Final	20 July 2017	19 August 2024	18 September 2024
2017-2018	Final	20 July 2018	19 August 2025	18 September 2025
2018-2019	Final	26 July 2019	25 August 2026	24 September 2026
2019-2020	Interim (Confirmed as Final)	21 February 2020	22 March 2027	21 April 2027
2020-2021	Final	22 July 2021	21 August 2028	20 September 2028
2021-2022	Interim	17 September 2021	17 October 2028	16 November 2028
2021-2022	Final	28 July 2022	27 August 2029	26 September 2029
2022-2023	Interim	13 September 2022	13 October 2029	12 November 2029
2022-2023	Final	27 July 2023	26 August 2030	25 September 2030
2023-2024	Interim	15 September 2023	15 October 2030	14 November 2030

The Company has uploaded the details of unclaimed dividend on the Company's website at <https://www.bhil.in/investors.html#url-shareholders-guide-including-iepf-matters> and also on website specified by the Ministry of Corporate Affairs www.iepf.gov.in/IEPF/service

Initiatives for reduction of Unclaimed Dividend

The Company with a view to reduce the quantum of unclaimed dividend has undertaken several steps as was done in the last few years. This primarily included proactively reaching out to members, sending periodic communications and advising the shareholders who approach the Company/KFin for other service request to claim their dividend, if any. The amount is remitted based on the verification of the documents and bonafides of the claim.

As a result, significant amount of unclaimed dividend was remitted to the members. The Company will endeavor to undertake additional initiatives in this regard.

Transfer of shares to IEPF

Pursuant to section 124(6) of the Act 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.

Various steps are being taken on an ongoing basis to reach out to shareholder, through emails, and other means, requesting them to claim shares which are due for transfer to IEPF. In addition, the Company also publishes a notice in newspapers intimating the members regarding the said transfer.

During FY2024, the Company transferred 9,439 equity shares of the face value of ₹ 10 each in respect of 43 shareholders to the Demat Account of the IEPF Authority held with NSDL. Details of such shareholders, whose shares are transferred to IEPF and their unpaid dividends for the subsequent years are available to the concerned shareholders on the website of the Company at <https://www.bhil.in/investors.html#url-shareholders-guide-including-iepf-matters>

As provided under these Rules, the shareholder would be allowed to claim such unpaid dividends and the shares transferred to the Fund by following the required procedure. The said IEPF Rules and amendment thereunder are available on the Company's website at <https://www.bhil.in/investors.html#url-shareholders-guide-including-iepf-matters>

Shareholders are requested to get in touch with the nodal officer for further details on the subject at investors@bhil.in

Share transfer system

All transmission, transposition, deletion of name, issue of duplicate share certificate(s), etc., as well as requests for dematerialisation/rematerialisation are processed at KFin. The work related to dematerialisation/rematerialisation is handled by KFin through connectivity with NSDL and CDSL.

SEBI vide its circular dated 25 January 2022 has mandated listed entities to issue shares in dematerialised form only while processing any service requests. Therefore, Members holding shares in physical form are advised to dematerialise their shareholding.

E-Voting Facility provided by Listed Entities

SEBI has issued a circular dated 11 July 2023 for increase in the participation by the public non-institutional shareholders/retail shareholders. 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 (ESPs). This will not only facilitate seamless authentication but also enhance the ease and convenience of participating in the e-voting process.

Shareholders are advised to refer to the notice of AGM for the ways in which they may register to cast their votes.

Dematerialisation/rematerialisation of shares and liquidity

During FY2024, 509,888 shares were dematerialised, compared to 7,447,319 shares during FY2023. No shares were rematerialised during FY2024. Further, the shares of the Company are frequently traded in the Stock Exchanges.

Shares held in physical and electronic mode as on 31 March 2024 are as given in **Table 1**.

Table 1: Shares held in physical and electronic mode

Particulars	Position as on 31 March 2024		
	No. of shares	No. of Holders	% of total shareholding
Physical	448,059	520	0.40
Demat:			
NSDL	46,590,970	34,120	41.86
CDSL	64,254,481	28,231	57.74
Sub Total	110,845,451	62,351	99.60
Total	111,293,510	62,871	100.00

Listing on stock exchanges and Stock code

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

Name	Stock code for Equity shares	Address
BSE	500490	1 st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.
NSE	BAJAJHLDNG	Exchange Plaza, C-1, Block – G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051.

The ISIN for Depositories (NSDL and CDSL) in respect of equity shares is INE118A01012.

Pursuant to the SEBI Listing Regulations, the Company has entered into a Uniform Listing Agreement with BSE and NSE.

For FY2024, the listing fees payable to these stock exchanges has been paid in full.

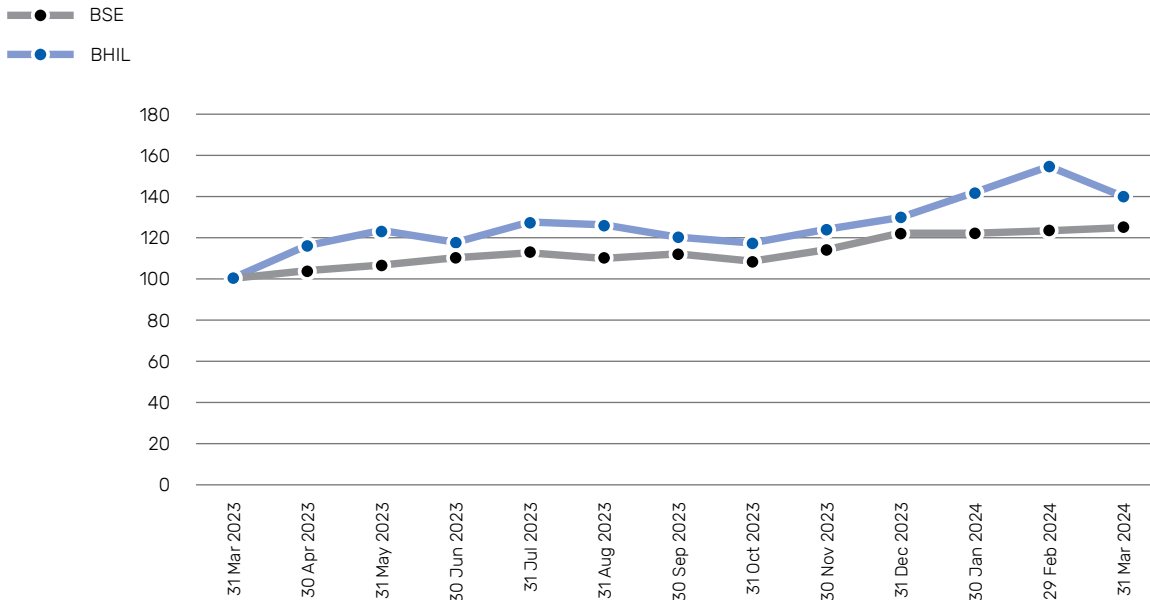
Market price data

Table 2: Monthly highs and lows of equity shares of Bajaj Holdings & Investment Ltd. during FY2024 (vis-à-vis BSE Sensex)

Month	BSE		NSE		Closing BSE Sensex
	High	Low	High	Low	
Apr-2023	6,935.00	5,791.05	6,945.00	5,770.00	61,112.44
May-2023	7,490.00	6,259.00	7,488.95	6,279.05	62,622.24
Jun-2023	7,264.75	6,730.00	7,296.25	6,734.05	64,718.56
Jul-2023	7,638.00	6,909.85	7,640.00	6,901.00	66,527.67
Aug-2023	7,548.70	6,900.75	7,550.00	6,900.00	64,831.41
Sep-2023	7,494.00	6,985.95	7,468.00	6,982.05	65,828.41
Oct-2023	7,239.95	6,634.60	7,165.00	6,627.90	63,874.93
Nov-2023	7,475.00	6,710.65	7,488.80	6,711.00	66,988.44
Dec-2023	8,365.95	7,265.35	8,373.85	7,260.55	72,240.26
Jan-2024	8,568.10	7,719.30	8,568.00	7,700.00	71,752.11
Feb-2024	9,354.00	8,253.55	9,348.95	8,251.30	72,500.30
Mar-2024	9,355.00	7,981.50	9,288.00	7,965.25	73,651.35

Chart: Performance in comparison to BSE Sensex

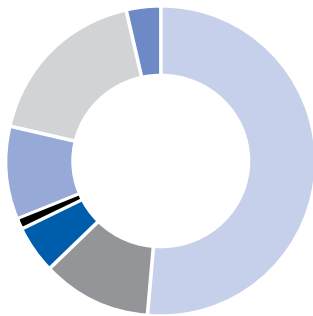
Bajaj Holdings & Investment Ltd. (BHIL) stock performance Vs BSE Sensex during FY2024, indexed to 100 on 31 March 2023



Distribution of shareholding

Table 3 gives details about the pattern of shareholding across various categories as on 31 March 2024, while **Table 4** gives the data according to size classes.

Table 3: Distribution of shareholding across categories



Category	% of Capital
Promoter and Promoter Group	51.46
Foreign Institutional Investors	11.54
Mutual Funds	4.81
Banks and Insurance Companies	1.26
Bodies Corporate	9.73
Resident Individuals	17.73
Others	3.47
Total	100.00

Table 4: Distribution of shareholding according to size class as on 31 March 2024

Category	Number of shareholders	% to total shareholders	Number of shares	% to total shares
1 to 500	57,120	93.99	22,77,403	2.04
501 to 1000	1,265	2.08	9,26,110	0.83
1001 to 2000	901	1.48	13,01,716	1.17
2001 to 3000	416	0.68	10,31,007	0.93
3001 to 4000	186	0.31	6,48,600	0.58
4001 to 5000	134	0.22	6,08,134	0.55
5001 to 10000	303	0.50	20,81,289	1.87
10001 And Above	450	0.74	10,24,19,251	92.03
Total	60,775	100.00	11,12,93,510	100.00

Unclaimed Demat suspense account with HDFC Bank for unclaimed shares

There are no shares which remain in the Demat suspense account as on 31 March 2024. All the shares lying in the demat suspense account have been transferred to IEPF Account as required by the Act.

Certifications obtained from Practising Company Secretary

The Company has obtained following certifications by the Practising Company Secretary for share related matters, as per details given below:

Regulation/Provision	Frequency	Certification requirement
Regulation 40 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Annual	Compliance related to lodgment of transmission, transposition, deletion of name and other investor related service request by the Company
Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018	Quarterly	Reconciliation of the total issued capital, listed capital and capital held by depositories in dematerialized form.

KPRISM- 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 KFINTECH; 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.

Live Webcast of AGM

Pursuant to regulation 44(6) of the SEBI Listing Regulations, top 100 listed entities shall, provide one-way live webcast of the proceedings of their AGM. Accordingly, the Company has entered into an arrangement with KFin to facilitate live webcast of the proceedings of the ensuing AGM scheduled on 24 July 2024.

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

Pursuant to MCA Circulars, the Company will also provide video conferencing or webex facility to the members for participating in the 79th AGM. The modalities for participation in the AGM are spelt out in Notice convening 79th AGM.

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, the authorised agency for this purpose, to facilitate such e-voting for its members.

The members would therefore be able to exercise their voting rights on the items put up in the Notice of AGM, through such e-voting method. Further, in accordance with the Companies (Management and Administration) Rules, 2014, as amended, the Company shall also be making arrangements to provide for e-voting facility at the venue of the AGM.

Members, who are attending the meeting 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.

Cut-off date, as per the said Rules, shall be 17 July 2024 (end of day) and the remote e-voting shall be open for a period of three days, from 21 July 2024 (9:00 a.m.) till 23 July 2024 (5:00 p.m.). The Board has appointed Shyamprasad D Limaye, Practising Company Secretary as scrutiniser for the e-voting process.

Detailed procedure is given in the Notice of the 79th AGM and is also placed on the Company's website at <https://www.bhil.in/investors.html#url-general-meetings>

Shareholders may get in touch with the Company Secretary for further assistance.

Shareholders' and investors' grievances

The Board of Directors of the Company have constituted a Stakeholders' Relationship Committee to specifically look into and resolve grievances of stakeholders. The Composition of the Committee and details on investor complaints received during the year are given in [Corporate Governance Report](#).

Updation of PAN, KYC and Nomination: SEBI vide its various circulars during FY2024 has, inter alia, mandated that any service request shall be entertained only upon registration of the PAN, KYC details, and nomination. The forms prescribed for these purposes are given below:

Forms	Purpose
Form ISR-1	Request for registering PAN, KYC details or Changes/Updation thereof
Form SH-13	Nomination form
Form ISR-3	Declaration to Opt-out for Nomination
Form SH-14	Cancellation or Variation of Nomination

Members may access the above forms from website of the Company at <https://www.bhil.in/investors.html#url-shareholders-guide-including-iepf-matters>

The Company had sent communication to members holding shares in physical form requesting them to update the said details and also sent reminder letters to all those members who have not updated the KYC details.

SEBI had earlier instructed the listed companies that the folios wherein any one of the cited document/details are not updated on or after 1 October 2023 shall be frozen by the RTA of the listed companies. Such members will not be permitted to lodge grievance or avail service request from the RTA, unless the KYC details are updated and payment of dividend in respect of such frozen folios will be made only through electronic mode with effect from 1 April 2024.

Further, the frozen folios will then be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002 after 31 December 2025.

However, SEBI vide its circular dated 17 November 2023, has now done away with the above-mentioned provisions relating to requirement of freezing the folios and transferring such folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

Online Dispute Resolution (ODR) Mechanism: In order to streamline the dispute resolution mechanism in the securities market, SEBI vide its circular dated 31 July 2023, as amended from time to time, read with Master Circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28 December 2023, introduced a common Online Dispute Resolution ('ODR') mechanism which harnesses online conciliation and arbitration for resolution of all kinds of disputes relating to securities market.

Under ODR mechanism, an investor shall first take up his/her/their grievance by lodging a complaint directly with the concerned Market Participant viz., Company. If the grievance is not redressed satisfactorily at the first phase, the investor may escalate the same through the SCORES Portal in accordance with the process laid out therein. ODR Mechanism provides a third level of escalation, if the investor is not satisfied with the resolution provided by the Company, the investor may initiate the dispute through the ODR portal within the timeframe prescribed under the circular. The ODR portal can be accessed at <https://smartodr.in/login>.

Credit Rating

Since, the Company had no borrowings during the year under review, no credit ratings were required to be obtained by the Company from any credit rating agencies.

Outstanding convertible instruments/ADRs/GDRs/warrants

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

Plant location

BHIL is engaged in Investment activity business and hence, it does not have any plant.

Address for correspondence

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

Registrar and Share Transfer Agent

KFin Technologies Ltd.

Unit: Bajaj Holdings & Investment Ltd.
Tower B, Plot 31-32, Selenium Building,
Financial District, Nanakramguda,
Serilingampally, Hyderabad, Rangareddy,
Telangana - 500 032.

Company

Bajaj Holdings & Investment Ltd.

Registered Office

C/o. Bajaj Auto Ltd.,
Mumbai - Pune Road, Akurdi,
Pune 411 035.

Corporate Office Extension

3rd Floor, Panchshil Tech Park,
Above ICICI Bank,
Viman Nagar, Pune - 411014

Contact persons

Mohd. Mohsinuddin

WhatsApp No: (91) 910 009 4099
Fax No: (040) 2300 1153
Toll Free No: 1800 309 4001
Email: mohsin.mohd@kfintech.com
einward.ris@kfintech.com
Website: www.kfintech.com
KFin RTA website: www.ris.kfintech.com

Company Secretary and Compliance Officer

Sriram Subbramaniam

Tel No: (020) 71576066
Fax No: (020) 71505792
Email: investors@bhil.in
Website: www.bhil.in

Investor Support Centre

Members may utilise the facility extended by the Registrar and Share Transfer Agent for raising queries pertaining to dividend, KYC updation, interest/redemption, etc. by visiting <https://ris.kfintech.com/clientservices/isc/>

STANDALONE FINANCIAL STATEMENTS

Independent Auditors' Report on the Standalone Financial Statements

To the Members of **Bajaj Holdings & Investment Ltd.**

Opinion

We have audited the accompanying standalone financial statements of Bajaj Holdings & Investment Ltd. ('the Company'), which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and the notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred as the '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, ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, its profit, total comprehensive income, changes in equity and its cash flows 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') specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' responsibilities for the audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone 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 opinion.

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 2024. We have determined that there are no key audit matters to communicate in our report.

Information other than the standalone financial statements and auditors' report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, 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 standalone 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.

Management's responsibilities 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, changes in equity and the cash flows 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 relevant rules issued there under.

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

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

that are reasonable and prudent; and 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, the 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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is 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 scepticism 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 standalone 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonable knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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.

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

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 year ended 31 March 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, 2013, we give in the 'Annexure A' 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 Other Comprehensive Income, the Cash Flow Statement, and the 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 relevant rules issued thereunder.
 - e) On the basis of the written representations received from the directors as on 31 March 2024, taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2024, 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with provision of section 197 of the Act.
 - 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 27 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

- iv. (a) The Management has represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of it's knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. As per information and explanation represented by Management and based on the records of the Company, the dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the year ended 31 March 2024 which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended 31 March 2024.

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration Number: 104607W/W100166

Anil A Kulkarni
Partner
ICAI Membership Number: 047576
UDIN: 24047576BKBJHP2002

Pune: 26 April 2024

For NBS & Co.
Chartered Accountants
ICAI Firm Registration Number: 110100W

Devdas Bhat
Partner
ICAI Membership Number: 048094
UDIN: 24048094BKCXUI8514

Pune: 26 April 2024

Annexure A to the Independent Auditors' Report

As referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section in our Independent Auditors' Report of even date on the Standalone Financial Statements of Bajaj Holdings & Investment Ltd. for the year ended 31 March 2024

Statement on matters specified in paragraphs 3 and 4 of the Companies (Auditors' Report) Order, 2020 ('the Order'):

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i (a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (ii) The Company does not have any intangible assets, accordingly the reporting under clause 3(i)(a)(B) of the Order is not applicable.
- (b) As informed to us, there is regular programme of physical verification designed to cover all items on an annual basis, which in our opinion, is reasonable having regard to the size of the Company and nature of its assets. As informed to us, all property, plant and equipment have been physically verified by the Management during the year and no discrepancies were noticed on such verification.
- (c) Based on our examination of the property tax receipts, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all immovable properties, disclosed in the financial statements included under property, plant and equipment are held in the name of the Company as at the Balance Sheet date except for following assets:

Description of property	Gross carrying value (₹ In Crore)	Held in the name of	Whether promoter, director or their relative or employee	Period held
Leasehold Land	1.04	Bajaj Auto Ltd.	-	
Building	7.34			17 years

The titles/rights of the above-mentioned properties are pending to be transferred in the name of Company consequent to the demerger of erstwhile Bajaj Auto Ltd. (now Bajaj Holdings & Investment Ltd., the Company) with effect from 1 April 2007.

- (d) The Company has not revalued any of its property, plant and equipment during the year and does not have any intangible assets. Accordingly, the reporting under clause 3(i)(d) of the Order is not applicable.
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii (a) The business activity of Company does not involve any type of inventories and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (b) The Company has not been sanctioned any working capital limits at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii According to the information and explanation given to us and the records examined by us, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties, hence reporting under clauses 3(iii)(a),(c),(d),(e),(f) is not applicable.

In our opinion, the investments made during the year are, prima facie, not prejudicial to the interest of the Company.

Annexure A to the Independent Auditors' Report (Contd.)

- iv In our opinion and according to the information and explanation given to us, there are no loans, guarantees and securities given in respect of which provisions of sections 185 and 186 of the Act are applicable. Hence, not commented upon. In our opinion and according to the information and explanations given to us, provisions of the section 186 of the Act for the investments made by the Company have been complied with by the Company.
- v The Company has not accepted any deposit or amounts which are deemed to be deposits under section 73 to 76 of the Act. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi The maintenance of cost records has not been specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Accordingly, the reporting under clause 3(vi) of the Order is not applicable to the Company.
- vii (a) In our opinion, the Company is regular in depositing undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income tax, cess and other material statutory dues in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.
- (b) Details of statutory dues referred to in sub-clause(a) above which have not been deposited as on 31 March 2024 on account of disputes are given below:

Name of the Statute	Nature of the dues	Amount (₹ In Crore)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	392.69	Various financial years from 1989-90 to 2006-07	ITAT
Income Tax Act, 1961	Income tax	3.05	Financial Year 2013-14	CIT(A)
Income Tax Act, 1961	Income tax	8.46	Financial Year 2015-16	CIT(A)
Income Tax Act, 1961	Income tax	5.32	Financial Year 2017-18	CIT(A)
Income Tax Act, 1961	Income tax	0.02	Financial Year 2021-22	CIT(A)
Central Goods and Services Tax Act, 2017	Indirect taxes	0.40	From July 2017 to March 2019	Commissioner of GST and Service Tax Appeals
Central Goods and Services Tax Act, 2017	Indirect taxes	1.16	Financial Year 2017-18 to 2018-19	Appellate Tribunal *
The Maharashtra Municipal Corporation Act, 1949	Property tax	0.05	Financial Year 2017-18	Bombay Municipal Corporation

* Annexure I filed with the assessing officer on 4 January 2024, waiting for the constitution of Appellate Tribunal.

- viii There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix The Company has not taken any loans or other borrowings from any lender during the year. Accordingly, the reporting under clause 3(ix)(b) to (f) of the Order is not applicable.
- x (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally). Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable.

Annexure A to the Independent Auditors' Report (Contd.)

- xi (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year. Accordingly, the reporting under clause 3(xi)(a) of the Order is not applicable.
- (b) No report under sub section (12) of section 143 of the Companies Act has been filed in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As informed to us there were no whistle blower complaints received by the Company during the year.
- xii The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii In our opinion, the Company is in compliance with section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year, in determining the nature, timing and extent of our audit procedures.
- xv In our opinion, during the year, the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi (a) According to the information and explanations given to us and audit procedures performed by us, we report that the Company has registered as required, under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to the information and explanations given to us and audit procedures performed by us, we report that the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) According to the information and explanations given to us and audit procedures performed by us, we report that the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information given to us, in the group in accordance with Core Investment Companies (Reserve Bank) Directions, 2016 there are 17 companies forming part of the promoter / promoter group of the Company which are CICs. Further as informed these CICs are unregistered CICs as per Para 9.1 of notification no. RBI/2020-21/24 dated 13 August 2020 of the Reserve Bank Of India.
- xvii The Company has not incurred cash losses in the financial year under the audit and the immediately preceding financial year.

Annexure A to the Independent Auditors' Report (Contd.)

- xviii There has been no resignation of statutory auditors during the year and accordingly requirement to report on clause 3(xviii) of the Order is not applicable to the Company.
- xix According to the information and explanation given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx (a) According to the information and explanations given to us, in respect of other than ongoing projects, there was no unspent amount as at the balance sheet date that was required to be transferred to a Fund Specified in Schedule VII of the Act in compliance with the proviso to sub-section 5 of section 135 of the Act.
- (b) According to the information and explanations given to us, there are no ongoing projects and there is no amount remaining unspent under sub-section 5 of section 135 of the Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable.

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration Number: 104607W/W100166

Anil A Kulkarni
Partner
ICAI Membership Number: 047576
UDIN: 24047576BKBJHP2002

Pune: 26 April 2024

For NBS & Co.
Chartered Accountants
ICAI Firm Registration Number: 110100W

Devdas Bhat
Partner
ICAI Membership Number: 048094
UDIN: 24048094BKCXUI8514

Pune: 26 April 2024

Annexure B to the Independent Auditors' Report

Referred to in paragraph 2(f) under the heading 'Report on other legal and regulatory requirements' of our Independent Auditors' Report of even date on the Standalone Financial Statements of Bajaj Holdings & Investment Ltd. for the year ended 31 March 2024

Report on Internal Financial Controls over financial reporting under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the 'Act')

Opinion

We have audited the internal financial controls over financial reporting of Bajaj Holdings & Investment Ltd. (the 'Company') as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at 31 March 2024, 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.

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 Act.

Auditors' responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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 and, 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 over financial reporting 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 systems over financial reporting with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting 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 internal financial controls over financial reporting with reference to these standalone financial statements.

Annexure B to the Independent Auditors' Report (Contd.)

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

A Company's internal financial control over financial reporting with reference to these 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 control over financial reporting with reference to these 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.

Inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these 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 over financial reporting with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration Number: 104607W/W100166

Anil A Kulkarni
Partner
ICAI Membership Number: 047576
UDIN: 24047576BKBJHP2002

Pune: 26 April 2024

For NBS & Co.
Chartered Accountants
ICAI Firm Registration Number: 110100W

Devdas Bhat
Partner
ICAI Membership Number: 048094
UDIN: 24048094BKCXUI8514

Pune: 26 April 2024

Balance Sheet

(₹ In Crore)

Particulars	Note No.	As at 31 March	
		2024	2023
ASSETS			
Financial assets			
Cash and cash equivalents	3	38.24	25.19
Bank balances other than cash and cash equivalents	4	9.18	8.83
Investment in subsidiaries and associates	5A	2,889.81	2,913.35
Other investments	5B	16,399.09	12,811.04
Other financial assets	6	107.84	101.13
		19,444.16	15,859.54
Non-financial assets			
Current tax assets (net)		21.14	193.45
Investment properties	7	170.61	173.93
Right-of-use asset	8A	55.98	83.97
Property, plant and equipment	8B	7.26	7.58
Other non-financial assets	9	2.22	2.15
		257.21	461.08
Total		19,701.37	16,320.62

Balance Sheet (Contd.)

(₹ In Crore)

Particulars	Note No.	As at 31 March	
		2024	2023
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Trade payables	10		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		2.64	1.59
Lease liability	31	62.57	92.79
Other financial liabilities	11	41.19	38.71
		106.40	133.09
Non-financial liabilities			
Current tax liabilities (net)		34.91	8.96
Deferred tax liabilities (net)	12	716.64	504.71
Provisions	13	4.56	3.79
Other non-financial liabilities	14	3.90	4.80
		760.01	522.26
EQUITY			
Equity share capital	15	111.29	111.29
Other equity	16	18,723.67	15,553.98
		18,834.96	15,665.27
Total		19,701.37	16,320.62

Summary of material accounting policies followed by the Company 2

The accompanying notes are an integral part of the standalone financial statements

On behalf of the Board of Directors

Shekhar Bajaj
Chairman

DIN: 00089358

As per our report of even date

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration
Number: 104607W/W100166For NBS & Co.
Chartered Accountants
ICAI Firm Registration
Number: 110100WAnant Marathe
Chief Financial OfficerSanjiv Bajaj
Managing Director & CEO
DIN: 00014615Anil A Kulkarni
Partner
ICAI Membership Number:
047576Devdas Bhat
Partner
ICAI Membership Number:
048094Sriram Subbramaniam
Company SecretaryPradip Shah
Chairman-Audit Committee
DIN: 00066242

Pune: 26 April 2024

Statement of Profit and Loss

(₹ In Crore)

Particulars	Note No.	For the year ended 31 March	
		2024	2023
Revenue from operations			
Interest income	17	292.66	254.77
Dividend income		1,610.01	1,569.02
Rental income		20.45	18.37
Profit on buyback of equity shares	18	1,153.47	-
Net gain on fair value changes	19	35.32	30.08
Other investment income	20	-	2.91
Total revenue from operations		3,111.91	1,875.15
Other income	21	63.78	61.86
Total income		3,175.69	1,937.01
Expenses			
Employee benefits expenses	22	43.74	42.00
Finance costs - interest on operating lease liability	31	2.16	6.94
Depreciation, amortisation and impairment	23	31.79	31.84
Other expenses	24	77.18	77.38
Total expenses		154.87	158.16
Profit before tax		3,020.82	1,778.85
Tax expense			
Current tax		110.77	62.97
Deferred tax		13.59	4.30
Total tax expense	25	124.36	67.27
Profit for the year		2,896.46	1,711.58

Statement of Profit and Loss (Contd.)

(₹ In Crore)

Particulars	Note No.	For the year ended 31 March	
		2024	2023
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Actuarial gain/(loss) of defined benefit plans		(0.58)	(0.53)
Tax impacts on above		0.15	0.13
Net gain/(loss) on equity instruments designated at FVTOCI		1,864.04	135.89
Tax impacts on above		(236.75)	(14.97)
Items that will be reclassified to profit or loss			
Net gain/(loss) on debt instruments designated at FVTOCI		17.26	(59.00)
Tax impacts on above		(1.97)	6.75
Valuation gain/(loss) on derivative hedging instruments		(0.01)	0.02
Tax impacts on above		-	-
Other comprehensive income for the year (net of tax)		1,642.14	68.29
Total comprehensive income for the year		4,538.60	1,779.87
Basic and diluted Earnings per share (in ₹)	26	260.3	153.8
(Nominal value per share ₹ 10)			
Summary of material accounting policies followed by the Company	2		

The accompanying notes are an integral part of the standalone financial statements

On behalf of the Board of Directors

Shekhar Bajaj
Chairman

DIN: 00089358

As per our report of even date

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration
Number: 104607W/W100166

For NBS & Co.
Chartered Accountants
ICAI Firm Registration
Number: 110100W

Anant Marathe
Chief Financial Officer

Sanjiv Bajaj
Managing Director & CEO
DIN: 00014615

Anil A Kulkarni
Partner
ICAI Membership Number:
047576

Devdas Bhat
Partner
ICAI Membership Number:
048094

Sriram Subbramaniam
Company Secretary

Pradip Shah
Chairman-Audit Committee
DIN: 00066242

Pune: 26 April 2024

Statement of Changes in Equity

A Equity share capital

(₹ In Crore)

Particulars	Note No.	For the year ended 31 March	
		2024	2023
At the beginning of the year		111.29	111.29
Changes in equity share capital during the year		-	-
At the end of the year	15	111.29	111.29

B Other equity

(₹ In Crore)

Particulars	Note No.	Reserves and surplus				Other reserves		Total other equity
		Securities premium	General reserve	Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	Retained earnings	Equity instruments through other comprehensive income	Debt and Hedge instruments through other comprehensive income	
Balance as at 31 March 2022	16	444.42	3,706.96	2,473.16	3,637.00	4,999.15	15.88	15,276.57
Profit for the year		-	-	-	1,711.58	-	-	1,711.58
Other comprehensive income (net of tax)		-	-	-	(0.40)	120.92	(52.23)	68.29
Total comprehensive income for the year ended 31 March 2023		-	-	-	1,711.18	120.92	(52.23)	1,779.87
Transfer to Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		-	-	342.32	(342.32)	-	-	-
Reclassification of gain on sale of FVTOCI equity instruments		-	-	-	220.44	(220.44)	-	-
Final dividend, declared and paid during the year		-	-	-	(278.23)	-	-	(278.23)
Interim dividend, declared and paid during the year		-	-	-	(1,224.23)	-	-	(1,224.23)
Balance as at 31 March 2023	16	444.42	3,706.96	2,815.48	3,723.84	4,899.63	(36.35)	15,553.98
Profit for the year		-	-	-	2,896.46	-	-	2,896.46
Other comprehensive income (net of tax)		-	-	-	(0.43)	1,627.29	15.28	1,642.14
Total comprehensive income for the year ended 31 March 2024		-	-	-	2,896.03	1,627.29	15.28	4,538.60
Transfer to Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		-	-	580.00	(580.00)	-	-	-
Reclassification of gain on sale of FVTOCI equity instruments		-	-	-	312.52	(312.52)	-	-
Final dividend, declared and paid during the year		-	-	-	(144.68)	-	-	(144.68)
Interim dividend, declared and paid during the year		-	-	-	(1,224.23)	-	-	(1,224.23)
Balance as at 31 March 2024	16	444.42	3,706.96	3,395.48	4,983.48	6,214.40	(21.07)	18,723.67

Summary of material accounting policies followed by the Company

2

The accompanying notes are an integral part of the standalone financial statements

On behalf of the Board of Directors

As per our report of even date

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration
Number: 104607W/W100166

Anil A Kulkarni
Partner
ICAI Membership Number:
047576

Pune: 26 April 2024

For NBS & Co.
Chartered Accountants
ICAI Firm Registration
Number: 110100W

Devdas Bhat
Partner
ICAI Membership Number:
048094

Anant Marathe
Chief Financial Officer

Sriram Subbramaniam
Company Secretary

Shekhar Bajaj
Chairman
DIN: 00089358

Sanjiv Bajaj
Managing Director & CEO
DIN: 00014615

Pradip Shah
Chairman-Audit Committee
DIN: 00066242

Statement of Cash Flows

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
I. Operating activities		
Profit before tax	3,020.82	1,778.85
Adjustments to reconcile profit before tax to net cash flows		
Add		
i) Depreciation, amortisation and impairment	31.79	31.84
ii) Finance costs - interest on operating lease liability	2.16	6.94
iii) Unrealised foreign exchange loss on revaluation	1.19	4.20
	35.14	42.98
Less		
i) Provision for diminution in value of investments written back	-	2.91
ii) Profit on sale of investments, net	16.75	8.62
iii) Amortisation of premium/discount on acquisition of debt securities	111.06	70.81
iv) Profit on buyback of equity shares	1,153.47	-
v) Interest on income-tax refund	3.62	-
	1,284.90	82.34
	1,771.06	1,739.49
Change in assets and liabilities		
i) (Increase)/decrease in loans and other assets	(6.78)	(2.81)
ii) (Increase)/decrease in other bank balances	(0.35)	(2.11)
iii) Increase/(decrease) in liabilities and provisions	2.47	(1.87)
	(4.66)	(6.79)
(Purchase)/sale of money market mutual funds, etc., net *	58.03	60.31
Net cash flow from/(used in) operating activities before income-tax	1,824.43	1,793.01
Income-tax paid	(125.06)	(123.54)
Income-tax refund received during the year	175.92	-
Net cash flow from operating activities	1,875.29	1,669.47

Statement of Cash Flows (Contd.)

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
II. Investing activities		
i) Purchase of property, plant and equipment	(0.16)	(0.42)
ii) Sale proceeds of property, plant and equipment	-	0.02
iii) Sale of investments *	6,564.72	4,197.48
iv) Purchase of investments *	(8,201.68)	(4,330.44)
v) Proceeds from buyback of equity shares, net	1,177.01	-
Net cash used in investing activities	(460.11)	(133.36)
III. Financing activities		
i) Dividend paid	(1,368.56)	(1,500.35)
ii) Cash payment for principal portion of operating lease liability	(31.41)	(25.10)
iii) Cash payment for interest portion of operating lease liability	(2.16)	(6.94)
Net cash used in financing activities	(1,402.13)	(1,532.39)
Net change in cash and cash equivalents	13.05	3.72
Cash and cash equivalents as at the beginning of the year	25.19	21.47
Cash and cash equivalents as at the end of the year (See note 3)	38.24	25.19

* As the Company is an investment company, dividend received and interest earned are considered as part of cash flow from operating activities. Purchase and sale of investments has been classified into operating and investing activity based on the intention of the Management at the time of purchase of securities or subsequent reassessment of intention and transfers made inter se between long-term and current investments, in accordance with the prudential norms specified by RBI.

Summary of material accounting policies followed by the Company

2

The accompanying notes are an integral part of the standalone financial statements

On behalf of the Board of Directors

 Shekhar Bajaj
Chairman

DIN: 00089358

As per our report of even date

 For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration
Number: 104607W/W100166

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Partner
ICAI Membership Number:
048094

 Sriram Subbramaniam
Company Secretary

 Pradip Shah
Chairman-Audit Committee
DIN: 00066242

Pune: 26 April 2024

Notes to standalone financial statements for the year ended 31 March 2024

- 1** Bajaj Holdings & Investment Ltd. (the 'Company') is a public limited company domiciled in India and incorporated under the provisions of Companies Act, 1913. The Company operates as an Investment Company and consequently is registered as a Non-Banking Financial Institution – Investment and Credit Company ('NBFC-ICC') with the Reserve Bank of India (RBI) vide registration number N-13.01952. As per RBI's 'Scale Based Regulations' (SBR), the Company is classified as NBFC – Base Layer (NBFC-BL). The Company's registered office is at Bajaj Auto Ltd. Complex, Mumbai-Pune road, Pune, Maharashtra, India. Its shares are listed on two recognised stock exchanges in India.

Financial statements were subject to review and recommendation of Audit Committee and approval of Board of Directors. On 26 April 2024, the Board of Directors of the Company approved and recommended the financial statements for consideration and adoption by the shareholders in its Annual General Meeting.

2A 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, other relevant provisions of the Act and the RBI guidelines/regulations to the extent applicable on an accrual basis (other than Statement of Cash Flows).

The financial statements are prepared on a going concern basis as the Management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities that are measured at fair value.

The financial statements are presented in Indian Rupee (INR), which is also the Company's functional currency and all values are rounded off to the nearest crore (INR 0,000,000) with two decimals as permitted by Schedule III to the Act, except when otherwise indicated.

2B Presentation of financial statements

The Company prepares and presents its Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the format prescribed by Division III of Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows'.

The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only where it has legally enforceable right to offset the recognised amounts and the Company intends to either settle on a net basis or to realise the asset and settle the liability simultaneously as permitted by Ind AS. Similarly, the Company offsets incomes and expenses and reports the same on a net basis where the netting off reflects the substance of the transaction or other events as permitted by Ind AS.

2C Summary of material accounting policies

1. Use of estimates

Estimates and assumptions used in the preparation of the financial statements and disclosures 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. Accounting estimates and judgments are used in various line items in the financial statements:

- Business model assessment
- Fair value of financial instruments
- Impairment of financial and non financial assets
- Provisions for tax expenses
- Post employment benefits

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

2C Summary of material accounting policies (Contd.)**2. Revenue recognition****Income**

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery.

A. Interest income

Interest income from debt instruments is recognised using the effective interest rate (EIR) method on all financial assets subsequently measured under amortised cost or fair value through other comprehensive income (FVTOCI). The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

The EIR (and therefore, the amortised cost of the asset) is calculated by considering any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Company recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the instrument.

Interest on financial assets subsequently measured at fair value through profit or loss (FVTPL) is recognised at the contractual rate of interest.

B. Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive income is established.

C. Rent and other income

Rental income is accounted on a straight-line basis over the lease terms on operating leases.

Other income is recognised at transaction price net of variable consideration as per agreed terms of contracts.

3. Investment properties

Land and buildings which are held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment properties. Investment properties are 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 properties are 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 of the Companies Act, 2013.

Impairment of non financial assets

An assessment is done at each Balance Sheet date as to whether there are any indications that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/Cash Generating Unit (CGU) is made. Where the carrying value of the asset/CGU exceeds the recoverable amount, the carrying value is written down to the recoverable amount.

4. Investments and financial assets**A. Investment in subsidiaries and associates**

Interest in subsidiaries, associates and joint venture are recognised at cost and not adjusted to fair value at the end of each reporting period as permitted by Ind AS 27. Cost represents amount paid for acquisition of the said investments.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

2C Summary of material accounting policies (Contd.)

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. Recognition and initial measurement**

Financial assets are initially recognised on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument. All financial assets are recognised initially at fair value. Further, in the case of financial assets not recorded at fair value through profit or loss, transaction costs, that are attributable to the acquisition of the financial asset, are added to the fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price.

ii. 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.

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at amortised cost
- those to be measured subsequently at fair value through profit or loss (FVTPL), and
- those to be measured subsequently at fair value through other comprehensive income (FVTOCI),

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', gain/(loss) 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.

iii. Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed
- The expected frequency, value and timing of sales are also important aspects of the Company's assessment

If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

iv. The SPPI test (Solely Payments of Principal and Interest)

As a second step of its classification process, the Company assesses the contractual terms of financial instruments to identify whether they meet the SPPI test.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

2C Summary of material accounting policies (Contd.)

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as profit margin.

v. Subsequently measured at amortised cost

Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost e.g. debentures, bonds, certificate of deposits, open ended target maturity funds etc. A gain/(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. Interest income from these financial assets is included in investment income using the effective interest rate method.

vi. Subsequently measured at FVTPL

Financial assets that do not meet the criteria for amortised cost and FVTOCI, are measured at FVTPL e.g. investments in mutual funds. A gain/(loss) on a financial asset that is subsequently measured at FVTPL is recognised in profit or loss and presented net in the Statement of Profit and Loss with other gain/(loss) in the period in which it arises.

vii. Equity instruments subsequently measured at FVTOCI

The Company subsequently measures all equity investments at FVTPL, unless the Company's Management has elected to classify irrevocably some of its equity investments as equity instruments at FVTOCI, when such instruments meet the definition of equity under Ind AS 32 Financial Instruments: Presentation. Such classification is determined on an instrument-by-instrument basis.

Gain/(loss) on these equity instruments is never recycled to Statement of Profit and Loss. Dividends are recognised in Statement of Profit and Loss as dividend income when the right of the payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gain is recorded in OCI. Equity instruments at FVTOCI are not subject to an impairment assessment.

viii. Debt instruments subsequently measured at FVTOCI

Debt instruments such as Government securities, corporate debentures and alternate investment funds are measured at FVTOCI when both of the following conditions are met:

- The instrument is held within a business model, the objective of which is both collecting contractual cash flows and selling financial assets;
- The contractual terms of the financial asset meet the SPPI test.

Movements in the carrying amount are taken through OCI, except for the recognition of impairment gain/(loss) and interest income which are recognised in profit and loss.

ix. Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. 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.

Since the Company makes investments in highly rated fixed income securities, which are categorised as 'subsequently measured at amortised cost', the risk parameters such as tenor, the probability of default corresponding to the credit rating by rating agency (viz. CRISIL, ICRA), for each of these instruments is considered in estimating the probable credit loss over life time of such securities.

ECL impairment loss allowance (or reversal) is recognised during the period only if material and 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.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

2C Summary of material accounting policies (Contd.)**x. Reclassification of financial assets and liabilities**

The Company does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line.

xi. Derecognition of financial assets

A financial asset is derecognised only when:

- The rights to receive cash flows from the asset have expired or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either: (a) the Company has transferred substantially all the risks and rewards of the asset; or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the assets

Any gain or loss on derecognition will be recognised in the Statement of Profit and Loss.

5. Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. Financial liabilities at FVTPL are measured at fair value and net gain and loss, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Interest expense and foreign exchange gain and loss are recognised in the Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

A. Recognition and initial measurement

All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable transaction costs.

B. Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Any gain or loss arising on derecognition of liabilities are recognised in the Statement of Profit and Loss.

C. Derecognition

The Company derecognises financial liability when the obligation under the liability is discharged, cancelled or expired.

6. Employee benefits**A. Short-term employee benefits and defined contribution plan and long-term incentive plan**

Liabilities for salaries, including non-monetary benefits and accumulating leave balance in respect of employees' services up to the end of the reporting period, are recognised as liabilities (and expensed), and are measured at the amounts expected to be paid when the liabilities are settled.

The Company also recognises a liability and records an expense for bonuses (including performance-linked bonuses) where contractually obliged or where there is a past practice that has created a constructive obligation.

The Company has made contribution to superannuation fund, provident fund and pension scheme as per the scheme of the Company or to Government authority.

The Company's liability towards long-term incentive plan, being a defined benefit plan, is accounted for on the basis of an independent actuarial valuation.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

2C Summary of material accounting policies (Contd.)**B. Defined benefits plans (Gratuity obligation)**

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. The calculation includes assumptions with regard to discount rate, salary escalation rate, attrition rate and mortality rate. Management determines these assumptions in consultation with the plan's actuaries and past trend.

Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in other comprehensive income.

Payment for present liability of future payment of gratuity is being made to approved gratuity fund viz, Life Insurance Corporation of India (LIC) and Bajaj Allianz Life Insurance Company Ltd. (BALIC). However, any deficits in plan assets managed by LIC and BALIC as compared to actuarial liability determined by an appointed actuary are recognised as a liability.

C. Compensated absences

Compensated absences 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, the liability is recognised on the basis of an independent actuarial valuation. The compensated absences is calculated annually by actuaries using the projected unit credit method.

7. Taxation**A. Current tax**

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. 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.

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 other comprehensive income or directly in equity.

B. Deferred tax

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities, and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The carrying amount of deferred tax assets is reviewed at each reporting date by the Company and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

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.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

2C Summary of material accounting policies (Contd.)**8. Provisions and contingent liabilities**

The Company creates a provision when there is present obligation as a result of a past event 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.

9. Leases

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.

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.

Lease liabilities are remeasured with a corresponding adjustment to the related right-of-use-assets if the Company changes its assessment of whether it will exercise an extension or a termination option.

10. Foreign currency translation**A. Functional and presentational currency**

The standalone financial statements are presented in INR which is also functional currency of the Company.

B. Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency at the spot rate of exchange ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated into the functional currency at the spot rate of exchange at the reporting date. All differences arising on non-trading activities are taken to other income/expense in the Statement of Profit and Loss.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the spot exchange rates as at the date of recognition.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

2C Summary of material accounting policies (Contd.)

11. Dividends on equity shares

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company.

12. Fair value measurement

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is 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 into Level 1, Level 2 and Level 3 based on the lowest level input that is significant to the fair value measurement as a whole. [See note 33].

2D Recent accounting pronouncements

No new standards or amendments have been issued which apply for the first time in March 2024.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

3 Cash and cash equivalents

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Balances with banks	38.24	25.19
	38.24	25.19

4 Bank balances other than cash and cash equivalents

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Unclaimed dividend accounts	9.18	8.83
	9.18	8.83

5 Investments

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
A Investment in subsidiaries and associates		
Investment in equity instruments carried at cost		
In subsidiaries		
Bajaj Auto Holdings Ltd.	0.25	0.25
Maharashtra Scooters Ltd.	239.49	239.49
Cost	239.74	239.74
In associates		
Bajaj Auto Ltd.	1,906.25	1,929.79
Bajaj Finserv Ltd.	743.82	743.82
Cost	2,650.07	2,673.61
Total (A)	2,889.81	2,913.35
B Other investments		
Investments carried at amortised cost		
In certificate of deposits		
Axis Bank Ltd.	477.29	98.90
Bank of Baroda Ltd.	221.74	24.83
Canara Bank Ltd.	144.77	147.54
Export Import Bank of India Ltd.	49.26	122.34
ICICI Bank Ltd.	95.04	49.11
Indian Bank Ltd.	282.65	-
Kotak Mahindra Bank Ltd.	-	24.70
Punjab National Bank Ltd.	444.54	24.76
Small Industries Development Bank of India	9.88	-
Amortised cost	1,725.17	492.18
In open ended target maturity funds #		
Bharat Bond ETF Series 2025	293.94	278.82
Bharat Bond ETF Series 2030	343.13	321.94
Edelweiss Nifty PSU Bond Plus SDL Index Fund 2026	147.47	139.24
Nippon India ETF Nifty CPSE Bond Plus SDL 2024	118.47	112.64
Nippon India ETF Nifty SDL 2026	115.15	108.69
Amortised cost	1,018.16	961.33

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

5 Investments (Contd.)

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Investments carried at fair value through other comprehensive income		
In government debt securities		
Government of India securities	198.52	347.62
State Development Loans (SDLs)	266.96	308.04
Fair value	465.48	655.66

The open ended target maturity funds have a pre-determined maturity date. The Company intends to hold its investments in these funds till maturity. These funds follow a passive buy and hold strategy. The existing underlying investment bonds in these funds are expected to be held till maturity unless sold for meeting redemptions or rebalancing requirements and can invest only in plain vanilla INR bonds with fixed coupon and maturity, as stated in the Scheme Information Document. Thus, these investments meet the requirement of SPPI test as per Ind AS 109 and are accordingly measured at amortised cost.

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
In debt securities		
Britannia Industries Ltd.	0.88	0.87
Cholamandalam Finance Ltd.	144.88	-
Housing Development Finance Corporation Ltd.	-	145.73
HDFC Bank Ltd.	367.45	217.33
Indian Railway Finance Corporation Ltd.	99.42	99.11
India Grid Trust	34.95	34.86
Kotak Mahindra Investment Ltd.	49.78	-
Kotak Mahindra Prime Ltd.	99.00	-
National Bank For Agriculture And Rural Development	319.78	367.41
NTPC Ltd.	0.25	25.99
Power Finance Corporation Ltd.	239.88	213.81
Rural Electrification Corporation Ltd.	211.56	184.78
Small Industries Development Bank of India	292.99	267.99
State Bank Of India	198.05	198.53
Sundaram Finance Ltd.	25.00	100.00
Tata Capital Ltd.	145.10	-
Fair value	2,228.97	1,856.41
In equity instruments		
Bajaj Electricals Ltd. (Group company)	1,736.96	2,013.00
Bajel Projects Ltd. (Group company)	411.82	-
Hercules Hoists Ltd. (Group company)	336.90	111.52
Mukand Ltd. (Group company)	120.99	114.73
Bajaj Hindusthan Sugar Ltd.	37.96	16.86
Bata India Ltd.	-	12.93
Bharti Airtel Ltd.	258.01	124.72
Bharti Airtel Ltd. (Partly paid)	8.13	3.63
Britannia Industries Ltd.	150.50	132.45
Cipla Ltd.	82.33	36.02

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

5 Investments (Contd.)

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Concord Biotech Ltd.	8.95	-
Container Corporation of India Ltd.	66.16	-
Crompton Greaves Ltd.	62.86	-
Dabur India Ltd.	36.62	53.11
Federal Bank Ltd.	78.10	-
Godrej Agrovet Ltd.	-	31.94
HDFC Bank Ltd.	728.29	565.61
Heidelberg Cement India Ltd.	9.82	33.80
Hindustan Unilever Ltd.	148.69	107.53
Honeywell Automation India Ltd.	61.51	32.75
Housing Development Finance Corporation Ltd.	-	189.82
Housing Development Finance Corporation Ltd. (warrants)	-	7.41
ICICI Bank Ltd.	1,158.90	995.68
IndusInd Bank Ltd.	132.01	83.83
Infosys Ltd.	488.36	384.22
Jio Financial Services Ltd.	58.37	-
Kotak Mahindra Bank Ltd.	110.34	107.09
L&T Technology Services Ltd.	135.74	83.65
Larsen & Toubro Ltd.	661.59	380.40
Marico Ltd.	128.03	201.52
Maruti Suzuki India Ltd.	291.15	191.60
Mphasis Ltd.	45.37	-
Nestle India Ltd.	102.27	-
PB Fintech Ltd.	47.78	13.97
Pilani Investment & Industries Corporation Ltd.	0.57	0.27
Reliance Industries Ltd.	594.34	370.55
Samvardhana Motherson International Ltd.	44.50	-
Sanofi India Ltd.	36.51	-
Tata Motors DVR Ltd.	157.73	48.01
Tech Mahindra Ltd.	112.33	168.58
The Jammu & Kashmir Bank Ltd.	37.58	-
Timken India Ltd.	32.60	-
Tree House Education & Accessories Ltd.	5.24	3.35
TVS Supply Chain Solutions Ltd. *	46.08	50.00
Ultratech Cement Ltd.	286.12	223.69
Uno Minda Ltd.	123.26	173.00
Yes Bank Ltd.	96.67	62.71
Fabindia Overseas Pvt. Ltd.	125.00	114.47
Indian Commodity Exchange Ltd.	0.01	0.01
National Stock Exchange Of India Ltd.	1,013.54	951.23
Fair value	10,416.59	8,195.66

* In previous year compulsory convertible preference shares (CCPS), now converted into equity shares

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

5 Investments (Contd.)

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
In other funds		
Alteria Capital Fund II - Scheme I	45.61	51.98
BPEA India Credit Investment Trust II	0.18	8.22
BPEA India Credit Investment Trust III	36.22	14.79
Brookfield India Real Estate Trust REIT	-	76.32
Embassy Office Parks REIT	64.12	54.16
Fireside Ventures Fund II	40.30	23.80
India Real Estate Investment Fund	21.52	43.10
J M Financial Property Fund - I	0.34	0.69
Kedaara Capital Advisors- LLP AIF	22.75	21.00
Mindspace Business Parks REIT	39.31	37.22
Multiples Private Equity Fund IV	1.80	-
Stellaris Venture Partner Ind Trust II	16.61	11.45
Trifecta Venture Debt Fund - II	34.33	53.95
Fair value	323.09	396.68
Investments carried at fair value through profit and loss		
In mutual funds		
Bajaj Finserv Overnight Fund - Direct Growth Plan	20.01	-
Nippon India Dynamic Bond Fund - Direct Growth Plan	201.62	186.06
Nippon India Overnight Fund - Direct Growth Plan	-	67.06
Fair value	221.63	253.12
Total (B)	16,399.09	12,811.04
Total Investments (C) = (A) + (B)	19,288.90	15,724.39

All investments in 5A and 5B above are within India.

6 Other financial assets

(Unsecured, considered good, unless stated otherwise)

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Interest accrued on investments, considered good	91.12	85.50
Security deposits	14.57	14.45
CSR set-off receivable	2.15	1.10
Others	-	0.08
	107.84	101.13

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

7 Investment properties

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Gross carrying amount		
Opening balance	218.48	218.48
Additions	-	-
Deletions	-	-
Closing balance	218.48	218.48
Accumulated depreciation		
Opening balance	44.55	41.23
Depreciation charge	3.32	3.32
Closing balance	47.87	44.55
Net carrying amount	170.61	173.93

i) Amounts recognised in profit or loss for investment properties

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
Rental income	20.45	18.37
Direct operating expenses from properties that generated rental income	(3.36)	(2.98)
Profit from investment properties before depreciation	17.09	15.39
Depreciation	(3.32)	(3.32)
Profit from investment properties	13.77	12.07

ii) Contractual obligations

There are no contractual obligations to purchase, construct or develop investment properties. There are no restrictions on the existence and realisability of investment property or the remittance of income and proceeds of disposal.

iii) Leasing arrangements

Certain investment properties are leased out to tenants under operating leases. Disclosure on future rent receivable is included in note 31.

iv) Fair value

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Investment properties	300.79	288.72

Estimation of fair value

The best evidence of fair value is current prices in an active market for similar properties. Investment properties leased out by the Company are 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 2024 (Contd.)

8A Right-of-use asset

Current year

(₹ In Crore)

Particulars	Gross block			As at 31 March 2024	Accumulated depreciation			Net block	
	As at 1 April 2023	Additions	Deductions / adjustments		As at 1 April 2023	Deductions / adjustments	For the year	As at 31 March 2024	As at 31 March 2024
Aircraft - operating lease	195.93	-	-	195.93	111.96	-	27.99	139.95	55.98

Previous year

(₹ In Crore)

Particulars	Gross block			As at 31 March 2023	Accumulated depreciation			Net block	
	As at 1 April 2022	Additions	Deductions / adjustments		As at 1 April 2022	Deductions / adjustments	For the year	As at 31 March 2023	As at 31 March 2023
Aircraft - operating lease	195.93	-	-	195.93	83.97	-	27.99	111.96	83.97

8B Property, plant and equipment

Current year

(₹ In Crore)

Particulars	Gross block (a) (c)			As at 31 March 2024	Accumulated depreciation			Net block	
	As at 1 April 2023	Additions	Deductions / adjustments		As at 1 April 2023	Deductions / adjustments	For the year	As at 31 March 2024	As at 31 March 2024
Land freehold (c) (e)	-	-	-	-	-	-	-	-	-
Land leasehold (e)	1.06	-	0.02	1.04	-	-	-	-	1.04
Buildings (b)	8.18	-	-	8.18	3.68	-	0.14	3.82	4.36
Electric fittings	0.06	0.05	-	0.11	0.03	-	0.01	0.04	0.07
Furniture	0.87	-	-	0.87	0.25	-	0.08	0.33	0.54
Vehicles	1.51	-	-	1.51	0.23	-	0.18	0.41	1.10
Computers	0.41	0.11	-	0.52	0.32	-	0.05	0.37	0.15
Total	12.09	0.16	0.02	12.23	4.51	-	0.46	4.97	7.26

Previous year

(₹ In Crore)

Particulars	Gross block (a) (c)			As at 31 March 2023	Accumulated depreciation			Net block	
	As at 1 April 2022	Additions	Deductions / adjustments		As at 1 April 2022	Deductions / adjustments	For the year	As at 31 March 2023	As at 31 March 2023
Land freehold (c) (e)	-	-	-	-	-	-	-	-	-
Land leasehold (e)	1.08	-	0.02	1.06	-	-	-	-	1.06
Buildings (b)	8.18	-	-	8.18	3.54	-	0.14	3.68	4.50
Electric fittings	0.06	-	-	0.06	0.02	-	0.01	0.03	0.03
Furniture	0.87	-	-	0.87	0.17	-	0.08	0.25	0.62
Vehicles	1.22	0.35	0.06	1.51	0.07	0.01	0.17	0.23	1.28
Computers	0.39	0.07	0.05	0.41	0.26	0.05	0.11	0.32	0.09
Total	11.80	0.42	0.13	12.09	4.06	0.06	0.51	4.51	7.58

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

(b) i Includes premises on ownership basis in Co-operative Society ₹ 7.34 crore and cost of shares therein ₹ 1,000. (Refer point (e))

ii Excludes premises held as investment properties and given on lease disclosed as an investment. Cost of investment property includes premises on ownership basis ₹ 5.61 crore represented by 1,770 equity shares and 182 debentures of the face value of ₹ 17,700 and ₹ 18,900,000 respectively. Correspondingly depreciation for the year on investment property amounting to ₹ 3.32 crore (previous year ₹ 3.32 crore) has been reduced from the said Investments under note 7.

(c) Includes land at cost of ₹ 47,782.

(d) Represents amount amortised over lease period.

(e) Titles/rights pending transfer in the name of the Company post change in the name of the Company consequent to demerger of erstwhile Bajaj Auto Ltd. since 2007 (now, Bajaj Holdings & Investment Ltd.).

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

9 Other non-financial assets

(Unsecured, considered good, unless stated otherwise)

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Prepaid expenses	1.15	1.13
Prepaid gratuity [See note 29]	0.19	-
GST receivable	0.36	0.25
Others	0.52	0.77
	2.22	2.15

10 Trade payables

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2.64	1.59

On the basis of information requested from vendors with regards to their registration (filing of Memorandum under 'the Micro, Small and Medium Enterprises Development Act, 2006. (27 of 2006)' and in view of the terms of payments not exceeding 45 days, which has been promptly paid, no liability exists as at 31 March 2024 and 31 March 2023 and hence no disclosures have been made in this regard.

Trade payables ageing schedule

Particulars	(₹ In Crore)					
	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2024						
MSME	-	-	-	-	-	-
Others	2.53	0.11	-	-	-	2.64
31 March 2023						
MSME	-	-	-	-	-	-
Others	1.56	0.03	-	-	-	1.59

11 Other financial liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Unclaimed dividend	9.18	8.83
Directors' remuneration and commission payable	19.64	19.08
Employee benefits payable	2.50	2.10
Security deposits	9.86	8.70
Derivative liabilities	0.01	-
	41.19	38.71

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

12 Deferred tax liabilities - net

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Deferred tax liabilities		
On account of timing difference in		
Property, plant and equipment	0.95	0.97
Financial instruments		
Amortisation of premium/discount on acquisition of debt securities	23.56	15.58
Movement in fair value of financial assets designated at FVTPL	7.97	4.05
Movement in fair value of financial assets designated at FVTOCI	686.60	488.06
Other temporary differences	0.48	-
Gross deferred tax liabilities	719.56	508.66
Deferred tax assets		
On account of timing difference in		
Retiral and other employee benefits		
Provision for compensated absences	0.25	0.22
Defined benefit plan provisions - OCI	0.41	0.26
Financial instruments		
Amortisation of premium/discount on acquisition of debt securities	0.58	1.23
Lease assets	1.66	2.22
Other temporary differences	0.02	0.02
Gross deferred tax assets	2.92	3.95
Deferred tax (assets)/liabilities - net	716.64	504.71

Movement in deferred tax liabilities/(assets)

Particulars	(₹ In Crore)				
	Property, plant and equipment	Financial instruments	Retiral and other employee benefits	MAT credit entitlement and others	Total
At 31 March 2022	1.01	510.06	(0.32)	(0.47)	510.28
(Charged)/credited					
to profit and loss	(0.04)	6.14	(0.03)	(1.77)	4.30
to other comprehensive income	-	(9.74)	(0.13)	-	(9.87)
At 31 March 2023	0.97	506.46	(0.48)	(2.24)	504.71
(Charged)/credited					
to profit and loss	(0.02)	12.60	(0.03)	1.04	13.59
to other comprehensive income	-	198.49	(0.15)	-	198.34
At 31 March 2024	0.95	717.55	(0.66)	(1.20)	716.64

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

13 Provisions

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Provision for employee benefits [See note 29]		
Provision for gratuity	-	0.35
Provision for compensated absences	1.00	0.87
Provision for long-term incentive plan	3.56	2.57
	4.56	3.79

14 Other non-financial liabilities

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Taxes and duties payable	3.52	4.46
Other payables	0.38	0.34
	3.90	4.80

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

15 Equity share capital

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Authorised		
150,000,000 equity shares of ₹ 10 each	150.00	150.00
Issued, subscribed and fully paid-up shares		
111,293,510 equity shares of ₹ 10 each	111.29	111.29
	111.29	111.29

a. Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at 31 March 2024		As at 31 March 2023	
	Nos.	(₹ In Crore)	Nos.	(₹ In Crore)
Equity shares				
At the beginning of the year	111,293,510	111.29	111,293,510	111.29
Equity shares issued during the year	-	-	-	-
Outstanding at the end of the year	111,293,510	111.29	111,293,510	111.29

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 2024		As at 31 March 2023	
	Nos.	% Holding	Nos.	% Holding
Equity shares of ₹ 10 each fully paid				
Jamnial Sons Pvt. Ltd.	20,049,515	18.01%	20,049,515	18.01%
Jaya Hind Industries Ltd.	5,905,401	5.31%	5,905,401	5.31%

d. Details of promoter shareholding

Shares held by promoters at the end of the year	As at 31 March 2024			As at 31 March 2023		
	Nos.	% Holding	% Change during the year	Nos.	% Holding	% Change during the year
Promoter name						
Sanjali Bajaj	1,200	-	-	1,000	-	-
Nirvaan Trust (Sunaina Kejriwal)	100	-	-	100	-	-
Rishabhayan Bajaj	1,200	-	-	1,000	-	-
Rajivnayan Bajaj	1,000	-	-	1,000	-	-
Niravnayan Bajaj	1,000	-	-	1,000	-	-
Minal Bajaj	1,000	-	-	1,000	-	-
Nirvaan Kejriwal	200	-	-	-	-	-

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

15 Equity share capital (Contd.)

Shares held by promoters at the end of the year	As at 31 March 2024			As at 31 March 2023		
	Nos.	% Holding	% Change during the year	Nos.	% Holding	% Change during the year
Aryaman Kejriwal	200	-	-	-	-	-
Jamnalal Sons Pvt. Ltd.	20,049,515	18.01%	-	20,049,515	18.01%	0.11%
Suman Jain	523,504	0.47%	-	523,504	0.47%	-
Madhur Securities Pvt. Ltd.	73,810	0.07%	-	73,810	0.07%	-
Hindustan Housing Company Ltd.	15,391	0.01%	-	15,391	0.01%	-
Siddhantnayan Bajaj	1,200	-	-	1,000	-	-
Siddhant Trust (Sanjivnayan Bajaj)	2,000	-	-	2,000	-	-
Bachhraj Factories Pvt. Ltd.	1,394,754	1.25%	-	1,394,754	1.25%	0.02%
Pooja Bajaj	333	-	-	333	-	-
Sanjiv Trust (Sanjivnayan Bajaj)	4,105,234	3.70%	-	4,105,234	3.70%	-
Niraj Bajaj	1,435	-	-	1,435	-	-
Sanjivnayan Bajaj	1,000	-	-	1,000	-	-
Kiran Bajaj	1,333	-	-	1,333	-	-
Rishab Trust (Rajivnayan Bajaj)	1,000	-	-	1,000	-	-
Sunaina Kejriwal	1,000	-	-	1,000	-	-
Kumud Bajaj	1,000	-	-	1,000	-	-
Rahul Securities Pvt. Ltd.	178,910	0.16%	-	178,910	0.16%	-
Sanraj Nayan Investments Pvt. Ltd.	2,860,318	2.57%	-	2,860,318	2.57%	-
Rajiv Trust (Rajivnayan Bajaj)	4,055,137	3.65%	-	4,055,137	3.65%	-
Shekhar Holdings Pvt. Ltd.	63,460	0.06%	-	63,460	0.06%	-
Bajaj Auto Ltd.	3,500,000	3.15%	-	3,500,000	3.15%	-
Bachhraj & Company Pvt. Ltd.	4,196,813	3.78%	-	4,196,813	3.78%	-
Baroda Industries Pvt. Ltd.	1,098,440	1.00%	-	1,098,440	1.00%	-
Kriti Bajaj	1,000	-	-	1,000	-	-
Geetika Bajaj	1,000	-	-	1,000	-	-
Bajaj Sevashram Pvt. Ltd.	3,840,648	3.45%	-	3,840,648	3.45%	0.17%
Shefali Bajaj	1,000	-	-	1,000	-	-
Deepa Bajaj	1,000	-	-	1,000	-	-
Neelima Bajaj Swamy	1,000	-	-	1,000	-	-
Hercules Hoists Ltd.	415,516	0.37%	-	415,516	0.37%	0.07%
Anant Bajaj Trust (Shekhar Bajaj)	5,153,708	4.63%	-	5,153,708	4.63%	-
Niraj Holdings Pvt. Ltd.	47,200	0.04%	-	47,200	0.04%	-
Madhur Bajaj	1,000	-	-	1,000	-	-
Deepa Trust (Niraj Bajaj)	1,000	-	-	1,000	-	-
Nimisha Jaipuria	1,000	-	-	1,000	-	-
Vanraj Bajaj	334	-	-	334	-	-
Rupa Equities Pvt. Ltd.	201,150	0.18%	-	201,150	0.18%	-
Nirav Trust	5,378,257	4.83%	-	5,378,257	4.83%	-
Sanjali Trust (Sanjivnayan Bajaj)	1,000	-	-	1,000	-	-
Bajaj Finance Ltd.	75	-	-	75	-	-
Aryaman Trust (Manish Kejriwal)	100	-	-	-	-	-
Estate of Rahul Kumar Bajaj	-	-	-	1,000	-	-
Kamalayan Investment & Trading Pvt. Ltd.	91,600	0.08%	-	91,600	0.08%	-
Shekhar Bajaj	4,500	-	-	4,500	-	-
Total	57,273,575	51.46%	-	57,273,475	51.46%	0.37%

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

16 Other equity
a Reserves and surplus

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		
Balance as at the beginning of the year	2,815.48	2,473.16
Add: Transferred from surplus in Statement of Profit and Loss	580.00	342.32
Balance as at the end of the year	3,395.48	2,815.48
Securities premium account		
Balance as at the beginning and end of the year	444.42	444.42
General reserve		
Balance as at the beginning and end of the year	3,706.96	3,706.96
Retained earnings		
Balance as at the beginning of the year	3,723.84	3,637.00
Profit for the year	2,896.46	1,711.58
Items of other comprehensive income recognised directly in retained earnings		
Actuarial gain/(loss) of defined benefit plans	(0.43)	(0.40)
Reclassification of gain on sale of FVTOCI equity instruments (net of tax impacts)	312.52	220.44
Less: Appropriations		
Transfer to Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	580.00	342.32
Final dividend, declared and paid during the year	144.68	278.23
Interim dividend, declared and paid during the year	1,224.23	1,224.23
Total appropriations	1,948.91	1,844.78
Balance as at the end of the year	4,983.48	3,723.84
Other reserves		
Equity instruments through other comprehensive income		
Balance as at the beginning of the year	4,899.63	4,999.15
Add: Net gain/(loss) on equity instruments designated at FVTOCI for the year (net of tax impacts)	1,627.29	120.92
Less: Reclassification of gain on sale of FVTOCI equity instruments (net of tax impacts)	312.52	220.44
	6,214.40	4,899.63
Debt instruments through other comprehensive income		
Balance as at the beginning of the year	(36.35)	15.90
Add: Net gain/(loss) on debt instruments designated at FVTOCI for the year (net of tax impacts)	5.48	(60.90)
Less: Reclassification of gain on sale of FVTOCI debt instruments	(9.81)	(8.65)
	(21.06)	(36.35)
Hedge instruments through other comprehensive income		
Balance as at the beginning of the year	-	(0.02)
Add: Net gain/(loss) on hedge instruments designated at FVTOCI for the year (net of tax impacts)	(0.01)	0.02
	(0.01)	-
	18,723.67	15,553.98

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

16 Other equity (Contd.)

b Nature and purpose of reserve

Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934

Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes in accordance section 52 and other provisions of the Companies Act, 2013.

General reserve

General reserve is free reserve available for distribution as recommended by Board in accordance with requirements of the Companies Act, 2013.

Retained earnings

Retained earnings represents the surplus in Profit and Loss Account that the Company has earned till date, less any transfers to general reserve, special reserve, dividends or other distributions paid to shareholders, reclassification of gain/(loss) on sale of FVTOCI equity instruments and balance of remeasurement of net defined benefit plans. Retained earnings is a free reserve.

Equity instruments through other comprehensive income

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 equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Debt instruments through other comprehensive income

The Company recognises changes in the fair value of debt instruments held with business objective of collect and sell in other comprehensive income. These changes are accumulated within the FVTOCI debt instruments reserve within equity. The Company transfers amounts from this reserve to the Statement of Profit and Loss when the debt instrument is sold. Any impairment loss on such instruments is reclassified immediately to the Statement of Profit and Loss.

Hedge instruments through other comprehensive income

It represents the effective portion of the fair value of forward contracts designated as cashflow hedge.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

17 Interest income

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Interest income on		
Investments (at amortised cost)	112.06	76.70
Investments (at FVTOCI)	180.60	178.07
	292.66	254.77

18 Profit on buyback of equity shares

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Profit on buyback of equity shares	1,153.47	-
	1,153.47	-

The Company had tendered equity shares in buyback by Bajaj Auto Ltd. 1,179,799 shares were accepted in buyback. Net of transaction costs, the proceeds received on buyback of shares by the Company and profit thereon are ₹ 1,177.01 crore and ₹ 1,153.47 crore respectively.

19 Net gain on fair value changes

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Net gain/(loss) on financial instruments designated at FVTPL	26.56	17.27
Others		
Distribution received from other funds	18.57	21.46
Gain/(loss) on sale of debt instruments at FVTOCI	(9.81)	(8.65)
	35.32	30.08
Fair value changes		
Realised	10.99	10.44
Unrealised	15.57	6.83
	26.56	17.27

20 Other investment income

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Provision for diminution in value of investments written back	-	2.91
	-	2.91

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

21 Other income

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
Business support service	53.29	57.57
Provision no longer required	0.08	0.56
Interest on income-tax refund and others	10.41	3.73
	63.78	61.86

22 Employee benefits expenses

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
Salaries, wages and bonus to employees	40.36	38.94
Contribution to provident and other funds	3.29	2.93
Staff welfare expenses	0.09	0.13
	43.74	42.00

23 Depreciation, amortisation and impairment

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
Depreciation on property, plant and equipment	0.46	0.51
Depreciation of right-of-use assets	27.99	27.99
Depreciation on investment properties	3.32	3.32
Amount written off against leasehold land	0.02	0.02
	31.79	31.84

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

24 Other expenses

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Repairs to buildings	4.06	2.28
Repairs to machinery and others	6.59	3.95
Rent	0.05	0.02
Rates and taxes	2.92	2.19
Insurance	1.70	1.51
Payment to auditor	0.26	0.26
Directors' fees and travelling expenses	1.86	1.43
Unrealised foreign exchange loss on revaluation	1.19	4.20
Commission to non-executive directors	3.09	1.80
Business support service expenses	1.07	1.65
Expenditure towards Corporate Social Responsibility (CSR) activities	9.67	8.75
Legal and professional charges	1.04	0.89
Aircraft operation expenses	37.89	39.88
Miscellaneous expenses	5.79	8.57
	77.18	77.38
Payment to auditor		
As auditor		
Audit fee	0.15	0.15
Tax audit fee	0.04	0.04
Limited review	0.05	0.04
Other services (certification fees and other matters)	0.02	0.03
Reimbursement of expenses [₹ 11,132 (Previous year ₹ Nil)]	-	-
	0.26	0.26
Expenditure towards Corporate Social Responsibility (CSR) activities		
Gross amount required to be spent by the Company during the year	9.60	8.68
Amount spent in cash during the year on :		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	9.67	8.75
Unspent amount	-	-
	9.67	8.75

The Company's corporate social responsibility initiatives are strategically directed towards areas of skilling for employment, child education, child and community health and child protection.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

25 Tax expense

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
(a) Tax expense		
Current tax		
Current tax on profit for the year	110.77	62.97
Deferred tax		
Decrease/(increase) in deferred tax assets	1.23	(1.04)
(Decrease)/increase in deferred tax liabilities	12.36	5.34
Total deferred tax expenses/(benefit)	13.59	4.30
Tax expense	124.36	67.27
(b) Reconciliation of tax expense and the accounting profit multiplied by Statutory tax rate		
Profit before tax	3,020.82	1,778.85
Tax at the statutory tax rate of 25.17%	760.28	447.70
Tax on expenditure not considered for tax provision	2.15	2.12
Deduction under section 80M - Dividend paid	(344.53)	(378.14)
Income under section 10(34A) - Profit on buyback of equity shares	(290.31)	-
Tax on income not subject to tax	(3.23)	(4.41)
Tax expense	124.36	67.27

26 Earnings per share (EPS)

Particulars	For the year ended 31 March	
	2024	2023
Profit for the year (₹ In Crore)	2,896.46	1,711.58
Weighted average number of shares outstanding during the year (Nos)	111,293,510	111,293,510
Earnings per share (Basic and Diluted) ₹	260.3	153.8
Face value per share ₹	10.0	10.0

27 Contingent liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Income-tax matters under dispute		
Appeal by Company	4.02	4.00
Appeal by the Department	392.48	392.48
Service tax matters under dispute	26.85	26.85

In all the cases mentioned above, outflow is not probable and hence not provided by the Company.

It is not practicable for the Company to estimate the timings of the cash flows, if any, in respect of the above pending resolution of the respective proceedings.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

28 Capital and other commitments

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Commitment towards partly paid investments and other funds	103.95	140.03

There are no capital and other commitments outstanding as on 31 March 2024 and 31 March 2023, except as disclosed above.

29 Employee benefit plans

Liability for employee benefits has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Ind AS 19, the details of which are as hereunder.

Funded schemes

The Company provides for gratuity payments to employees. The gratuity benefit payable to the employees of the Company is greater of the provisions of the payment of gratuity act, 1972 and the Company's gratuity scheme.

Employees who are in continuous service for a period of 5 years are eligible for gratuity. The gratuity plan is a funded plan and the Company makes contributions to approved gratuity fund.

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Amount recognised in Balance Sheet		
Present value of funded defined benefit obligation	11.08	9.06
Fair value of plan assets	11.27	8.71
Net funded obligation / (asset)	(0.19)	0.35
Expense recognised in the Statement of Profit and Loss		
Current service cost	0.88	0.75
Interest on net defined benefit liability/(asset)	-	(0.02)
Total expense charged to Statement of Profit and Loss	0.88	0.73
Amount recorded as Other Comprehensive Income		
Opening amount recognised in OCI outside Statement of Profit and Loss	1.04	0.51
Remeasurements during the period due to		
Changes in financial assumptions	0.19	(0.14)
Experience adjustments	0.30	0.48
Actual return on plan assets less interest on plan assets	0.10	0.19
Closing amount recognised in OCI outside Statement of Profit and Loss	1.63	1.04
Reconciliation of net liability/(asset)		
Opening net defined benefit liability/(asset)	0.34	0.06
Expense charged to Statement of Profit and Loss	0.88	0.73
Amount recognised outside Statement of Profit and Loss	0.59	0.53
Employer contributions	(2.00)	(0.97)
Closing net defined benefit liability/(asset)	(0.19)	0.35

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

29 Employee benefit plans (Contd.)

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Movement in benefit obligation		
Opening of defined benefit obligation	9.06	7.41
Current service cost	0.88	0.75
Interest on defined benefit obligation	0.64	0.51
Remeasurements due to		
Actuarial loss/(gain) arising from change in financial assumptions	0.19	(0.14)
Actuarial loss/(gain) arising on account of experience changes	0.31	0.48
Benefits paid	-	-
Liabilities assumed/(settled) *	-	0.05
Closing of defined benefit obligation	11.08	9.06
* On account of business combination or inter group transfer		
Movement in plan assets		
Opening fair value of plan assets	8.71	7.35
Employer contributions	2.00	0.97
Interest on plan assets	0.66	0.54
Remeasurements due to		
Actual return on plan assets less interest on plan assets	(0.10)	(0.19)
Benefits paid	-	-
Assets acquired/(settled)*	-	0.04
Closing fair value of plan assets	11.27	8.71
* On account of business combination or inter group transfer		
Disaggregation of assets		
Category of assets		
Insurer managed funds	11.27	8.71
Others	-	-
Grand Total	11.27	8.71

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 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 2024		As at 31 March 2023	
	Discount rate	Salary escalation rate	Discount rate	Salary escalation rate
Senior staff				
Impact of increase in 50 bps on DBO	(2.98%)	3.01%	(3.29%)	3.35%
Impact of decrease in 50 bps on DBO	3.11%	(2.91%)	3.45%	(3.23%)
Junior staff				
Impact of increase in 50 bps on DBO	(7.61%)	8.09%	(8.28%)	8.91%
Impact of decrease in 50 bps on DBO	8.35%	(7.45%)	9.18%	(8.13%)

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

29 Employee benefit plans (Contd.)

These sensitivities have been calculated to show the movement in defined benefit obligation 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 analysis.

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 fund under the plan next year is ₹ 0.10 crore

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)				
	Less than a year	Between 1 - 2 years	Between 2 -5 years	Over 5 years	Total
31 March 2024					
Senior staff	0.94	0.10	0.59	14.85	16.48
Junior staff	0.01	0.02	0.05	3.22	3.30
31 March 2023					
Senior staff	0.82	0.08	0.41	12.99	14.30
Junior staff	0.01	0.01	0.05	3.68	3.75

Particulars	As at 31 March	
	2024	2023
Weighted average duration of defined benefit obligation (in years)		
Senior staff	6.08	6.74
Junior staff	15.93	17.43

Particulars	As at 31 March	
	2024	2023
Principal actuarial assumptions (expressed as weighted averages)		
Discount rate (p.a.)	7.20%	7.45%
Salary escalation rate (p.a.) - senior staff	10.00%	10.00%
Salary escalation rate (p.a.) - junior staff	10.00%	10.00%

The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

29 Employee benefit plans (Contd.)**Unfunded schemes**

(₹ In Crore)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Compensated absences	Long-term incentive plan	Compensated absences	Long-term incentive plan
Present value of unfunded obligations	1.00	3.56	0.87	2.57
Expense recognised in the Statement of Profit and Loss	1.22	2.07	1.15	1.49
Amount recorded as Other Comprehensive Income	-	-	-	-
Discount rate (p.a.)	7.20%	7.20%	7.45%	7.45%
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

Amount recognised in the Statement of Profit and Loss

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
Defined contribution plans		
Provident fund paid to Government authorities	1.34	1.22
Superannuation paid to trust	0.99	0.86
Pension fund paid to Government authorities	0.02	0.03
Others	0.06	0.06
Defined benefit plans		
Gratuity	0.88	0.73
Others	-	0.03
Total	3.29	2.93

30 Segment information

The Company is essentially a holding and investment company focusing on earning income through dividends, interest and gains on investments held. Hence, the Company's business activity falls within a single business segment i.e. investments.

31 Lease**As a lessor**

The Company has given premises on operating leases. These lease arrangements range for a period between one to five 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.

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
i) Premises		
Gross carrying amount	218.48	218.48
Depreciation for the year	3.32	3.32
Accumulated depreciation	47.87	44.55

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

31 Lease (Contd.)

ii) The total future minimum lease rentals receivable at the balance sheet date is as under :

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Receivable		
Within one year	20.93	8.30
After one year but not more than five years	74.22	0.50
More than five years	-	-
	95.15	8.80

As a lessee

The Company has taken an aircraft on operating lease. This lease arrangement is for a period of seven years and is a cancellable lease. This lease agreement is renewable for further period on mutually agreeable terms and also includes escalation clause.

Set out below are the carrying amounts of right-of-use asset recognised and the movement during the year:

(₹ In Crore)

Particulars	Right-of-use asset
As at 1 April 2022	111.96
Additions	-
Depreciation expense	27.99
As at 31 March 2023	83.97
Additions	-
Depreciation expense	27.99
As at 31 March 2024	55.98

Set out below are the carrying amounts of lease liability pertaining to aircraft on lease and the movements during the year:

(₹ In Crore)

Particulars	Lease liability
As at 1 April 2022	113.69
Additions	-
Accretion of interest	6.94
Payments/Adjustment against advance	(32.04)
Unrealised foreign exchange loss	4.20
As at 31 March 2023	92.79
Additions	-
Accretion of interest	2.16
Payments/Adjustment against advance	(33.57)
Unrealised foreign exchange gain	1.19
As at 31 March 2024	62.57

The maturity analysis of lease liabilities are disclosed in note 36.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

31 Lease (Contd.)

The following are the amounts recognised in Statement of Profit or Loss:

Particulars	For the year ended 31 March	
	2024	2023
Depreciation expense of right-of-use asset	27.99	27.99
Interest expense on lease liability	2.16	6.94
Total amount recognised in Statement of Profit and Loss	30.15	34.93

(₹ In Crore)

The Company had total cash outflow for leases of ₹ 33.57 crore for the year ended 31 March 2024 (Previous year ₹ 32.04 crore).

The Company expects to exercise the extension option for the lease term and cancellation clause shall not be invoked. Hence the disclosure requirement pertaining to undiscounted potential future rental payments on account of 'Extension options expected not to be exercised' and 'Termination options expected to be exercised' are not disclosed.

32 Disclosure of transactions with related parties as required by Ind AS 24

Name of related party and nature of relationship	Nature of transaction	2023-24		2022-23	
		Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
A Subsidiaries					
Bajaj Auto Holdings Ltd. (Fully owned subsidiary)	Investment in equity (24,500 shares of ₹ 100 each)	-	0.25	-	0.25
Maharashtra Scooters Ltd. (51% shares held by Bajaj Holdings & Investment Ltd.)	Investment in equity (5,828,560 shares of ₹ 10 each)	-	239.49	-	239.49
	Dividend received	99.09	-	104.91	-
	Contribution to equity (3,387,036 shares of ₹ 10 each)	-	(3.39)	-	(3.39)
	Dividend paid	41.66	-	45.72	-
B Associates and investing parties					
Bajaj Auto Ltd. (An associate - 34.22% (Previous year 34.18%) shares held by Bajaj Holdings & Investment Ltd.)	Investment in equity [95,547,251 shares of ₹ 10 each (Previous year 96,727,050 shares of ₹ 10 each)]	-	1,906.25	-	1,929.79
	Contribution to equity (3,500,000 shares of ₹ 10 each)	-	(3.50)	-	(3.50)
	Dividend received	1,354.18	-	1,354.18	-
	Dividend paid	43.05	-	47.25	-
	Proceeds on buyback of equity shares	1,179.80	-	-	-
	Business support services rendered	31.83	-	38.31	-
	Business support services received	0.04	-	0.22	-
	Revenue expenses reimbursement paid	1.07	-	1.03	-
Bajaj Finserv Ltd. (An associate - 39.06% (previous year 39.12%) shares held by Bajaj Holdings & Investment Ltd.)	Investment in equity (623,142,140 shares of ₹ 1 each)	-	743.82	-	743.82
	Dividend received	49.85	-	24.93	-
	Business support services rendered	0.10	-	0.06	0.04
	Business support services received	0.45	-	0.46	-
	Revenue expenses reimbursement received	1.95	-	1.00	-
	Revenue expenses reimbursement paid	0.01	-	0.06	-

(₹ In Crore)

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

32 Disclosure of transactions with related parties as required by Ind AS 24 (Contd.)

(₹ In Crore)

Name of related party and nature of relationship	Nature of transaction	2023-24		2022-23	
		Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
C Key management personnel and their relatives					
Shekhar Bajaj (Chairman)	Sitting fees	0.06	-	0.06	-
	Commission	0.18	(0.18)	0.12	(0.12)
Niraj Bajaj (Vice Chairman)	Sitting fees	0.09	-	0.08	-
	Commission	0.27	(0.27)	0.16	(0.16)
Sanjiv Bajaj (Managing Director & CEO)	Short-term employee benefits (including commission)	24.79	(16.55)	24.24	(17.28)
(Also Key management personnel)	Post-employment benefits	2.34	-	2.04	-
Madhur Bajaj	Sitting fees	0.05	-	0.05	-
	Commission	0.15	(0.15)	0.10	(0.10)
Rajiv Bajaj	Sitting fees	0.06	-	0.06	-
	Commission	0.18	(0.18)	0.12	(0.12)
Pooja Bajaj	Purchase of equity shares of Bajaj Electricals Ltd.	-	-	37.83	-
Late D J Balaji Rao	Sitting fees	0.05	-	0.09	-
	Commission	0.15	(0.15)	0.18	(0.18)
Manish Kejriwal	Sitting fees	0.07	-	0.12	-
	Commission	0.21	(0.21)	0.24	(0.24)
Dr. Naushad Forbes	Sitting fees	0.15	-	0.14	-
	Commission	0.45	(0.45)	0.28	(0.28)
Anami Roy	Sitting fees	0.06	-	0.06	-
	Commission	0.18	(0.18)	0.12	(0.12)
Pradip Shah	Sitting fees	0.13	-	0.13	-
	Commission	0.39	(0.39)	0.26	(0.26)
Dr. Arindam Kumar Bhattacharya	Sitting fees	0.18	-	0.06	-
	Commission	0.54	(0.54)	0.12	(0.12)
Dr. Vidya Yeravdekar	Sitting fees	0.12	-	0.05	-
	Commission	0.36	(0.36)	0.10	(0.10)
Abhinav Bindra	Sitting fees	0.01	-	-	-
	Commission	0.03	(0.03)	-	-
D Other entities / persons					
Bajaj Allianz General Insurance Co. Ltd.	Insurance premium paid	1.63	0.30	1.46	0.27
	Revenue expenses reimbursement received	1.95	-	0.05	-
Bajaj Allianz Life Insurance Co. Ltd.	Revenue expenses reimbursement received	1.95	-	0.05	-
Bajaj Finance Ltd.	Contribution to equity (75 shares of ₹ 10 each - ₹ 750)	-	-	-	-
	Investment/(Redemption) in non-convertible debentures	-	-	(150.00)	-
	Business support services rendered	19.54	-	16.66	-
	Business support services received	0.58	-	0.97	-

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

32 Disclosure of transactions with related parties as required by Ind AS 24 (Contd.)

		2023-24		2022-23	
		Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
Name of related party and nature of relationship	Nature of transaction				
	Interest received on non-convertible debentures	-	-	12.98	-
	Rent Received	1.17	-	-	-
	Revenue expenses reimbursement received	2.01	-	0.05	-
	Dividend paid ₹ 9,225 (Previous year ₹10,125)	-	-	-	-
	Security deposit received	0.70	(0.70)	-	-
Bajaj Housing Finance Ltd.	Business support services rendered	1.83	-	1.51	-
Bajaj Electricals Ltd.	Investment in equity (19,136,840 shares of ₹ 2 each)	-	143.92	-	214.58
	Dividend received	7.65	-	5.74	-
Bajel Projects Ltd.	Investment in equity (19,136,840 shares of ₹ 2 each)	-	70.66	-	-
Hindustan Housing Co. Ltd.	Contribution to equity (15,391 shares of ₹ 10 each)	-	(0.02)	-	(0.02)
	Dividend paid	0.19	-	0.21	-
	Maintenance charges paid	1.49	0.15	1.67	-
	Security deposit paid/(received back)	(0.03)	0.18	(0.03)	0.20
Hind Musafir Agency Ltd.	Services received	0.64	-	0.20	-
Bajaj Finserv Asset Management Ltd.	Business support services rendered	-	-	1.03	-
	Revenue expenses reimbursement received	0.01	-	0.38	-
	Rent Received	1.06	-	-	-
	Security deposit received	0.63	(0.63)	-	-
Mukand Ltd.	Investment in equity (8,133,973 shares of ₹ 10 each)	-	32.98	-	32.98
	Dividend received on equity shares	1.63	-	1.22	-
	Dividend paid	0.01	-	-	-
	Security deposit (received)/refunded	-	(0.25)	-	(0.25)
Bajaj International Pvt. Ltd.	Revenue expenses reimbursement paid	0.01	-	0.01	-
Bajaj Financial securities Ltd.	Demat, brokerage, and allied services	2.79	-	-	-
Hercules Hoists Ltd.	Investment in equity (6,251,040 shares of ₹ 1 each)	-	12.34	-	12.34
	Dividend received on equity shares	1.56	-	1.47	-
	Contribution to equity (415,516 shares of ₹ 10 each)	-	(0.42)	-	(0.42)
	Dividend paid	5.11	-	4.56	-
Kedaara Capital Advisors LLP	Contribution given for investments (at cost)	0.20	8.79	0.21	9.19
	Proceeds from redemption of units	3.11	-	0.69	-
Bajaj Auto Employees Superannuation Fund	Superannuation contribution	0.99	-	0.86	-
Bajaj Auto Senior staff Group Gratuity Fund	Gratuity Contribution	2.00	-	1.00	-

The above disclosures have been made for related parties identified as such only to be in conformity with the Indian Accounting Standard (Ind AS) 24.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

33 Fair value measurement
i) Financial instruments by category

(₹ In Crore)

Particulars	As at 31 March 2024			As at 31 March 2023		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments						
Government securities, bonds and debentures	-	2,694.45	-	-	2,512.07	-
Mutual funds	221.63	-	-	253.12	-	-
Certificate of deposits	-	-	1,725.17	-	-	492.18
Open ended target maturity funds	-	-	1,018.16	-	-	961.33
Equity instruments	-	10,416.59	-	-	8,195.66	-
Other funds	-	323.09	-	-	396.68	-
Cash and cash equivalents	-	-	38.24	-	-	25.19
Other bank balances	-	-	9.18	-	-	8.83
Other financial assets	-	-	107.84	-	-	101.13
Total financial assets	221.63	13,434.13	2,898.59	253.12	11,104.41	1,588.66
Financial liabilities						
Trade payables	-	-	2.64	-	-	1.59
Lease liability	-	-	62.57	-	-	92.79
Other financial liabilities	-	-	41.19	-	-	38.71
Total financial liabilities	-	-	106.40	-	-	133.09

ii) Fair value hierarchy

This section explains the basis of estimates made in determining the fair values of the financial instruments that are

- recognised and measured at fair value and
- 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 Ind AS, which are explained herein below.

Financial assets measured at fair value - recurring fair value measurements as at 31 March 2024

(₹ In Crore)

	Notes	Level 1	Level 2	Level 3	Total
Financial investments at FVTPL					
Mutual funds	5B	221.63	-	-	221.63
Financial investments at FVTOCI					
Equity instruments	5B	10,291.58	125.01	-	10,416.59
Debt securities	5B	2,694.45	-	-	2,694.45
Other funds	5B	103.43	219.66	-	323.09
Total financial assets		13,311.09	344.67	-	13,655.76

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

33 Fair value measurement (Contd.)

Financial assets which are measured at amortised cost for which fair values are disclosed as at 31 March 2024

(₹ In Crore)

	Notes	Level 1	Level 2	Level 3	Total
Certificate of deposits	5B	1,725.17	-	-	1,725.17
Open ended target maturity fund	5B	1,002.48	-	-	1,002.48
Total financial assets		2,727.65	-	-	2,727.65

Assets disclosed at fair value as at 31 March 2024

(₹ In Crore)

	Notes	Level 1	Level 2	Level 3	Total
Investment properties	7	-	300.79	-	300.79

Financial assets measured at fair value - recurring fair value measurements as at 31 March 2023

(₹ In Crore)

	Notes	Level 1	Level 2	Level 3	Total
Financial investments at FVTPL					
Liquid mutual funds	5B	253.12	-	-	253.12
Financial investments at FVTOCI					
Equity instruments	5B	8,031.18	164.48	-	8,195.66
Debt securities	5B	2,512.07	-	-	2,512.07
Other funds		167.70	228.98	-	396.68
Total financial assets		10,964.07	393.46	-	11,357.53

Financial assets which are measured at amortised cost for which fair values are disclosed as at 31 March 2023

(₹ In Crore)

	Notes	Level 1	Level 2	Level 3	Total
Certificate of deposits	5B	492.18	-	-	492.18
Open ended target maturity fund	5B	930.46	-	-	930.46
Total financial assets		1,422.64	-	-	1,422.64

Assets disclosed at fair value as at 31 March 2023

(₹ In Crore)

	Notes	Level 1	Level 2	Level 3	Total
Investment properties	7	-	288.72	-	288.72

Valuation principles

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as explained below

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.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

33 Fair value measurement (Contd.)

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 and certain bonds and debentures at NAV's/rates declared and/or quoted.
- Close ended mutual funds at NAV's declared by AMFI.
- For government debt securities, values with references to prevailing yields to maturity matching tenure, quoted on sites of credible organisation such as FBIL (Financial Benchmark of India Ltd.).
- For other bonds and debentures, values with references to prevailing yields to maturity matching tenures, quoted on sites of credible organisation such as ICRA (Investment Information and Credit Rating Agency).
- Commercial papers and certificate of deposits, being short-term maturity papers, amortised cost is assumed to be the fair value.

iii) Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at 31 March 2024		As at 31 March 2023	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Investments				
Certificate of deposits	1,725.17	1,725.17	492.18	492.18
Open ended target maturity fund	1,018.16	1,002.48	961.33	930.46
Total financial assets	2,743.33	2,727.65	1,453.51	1,422.64

The carrying amounts of 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.

34 Financial risk management

The Company has operations in India. Whilst risk is inherent in the Company's activities, it is managed through a risk management framework, including ongoing identification, measurement and monitoring subject to risk limits and other controls. The Company's activities expose it to credit risk, liquidity risk and market risk.

This note explains the sources of risk which the Company is exposed to and how the entity manages the risk.

The Board of Directors provide guiding principles for overall risk management, as well as policies covering specific areas, such as, credit risk, liquidity risk, and investment of available funds. The Company's risk management is carried out by its Risk Management Committee as per the policies approved by the Board of Directors.

Accordingly, Company's Risk Management Committee identifies, evaluates and manages financial risks.

A. Credit risk

The Company being an investment company, 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 equivalents, financial assets measured at amortised cost, FVTOCI and FVTPL.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

34 Financial risk management (Contd.)**Credit risk management**

For other financial assets and investments, 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 P1+. The substantial portion of surplus funds of the Company are invested with counterparties having a credit rating equal to or above AA+.

The Company reviews the creditworthiness of these counterparties on an on-going basis. Counter party limits maybe updated as and when required subject to approval of Board of Directors.

B. Liquidity risk

The Company's principal sources 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 borrowings.

Additionally, the Company has invested its surplus funds in debt 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.

C. Interest rate risk

Interest rate risk is the fair value of future cash flows of a financial instrument which fluctuates because of changes in the market interest rates. In order to optimise the Company's position with regards to interest income, treasury team manages the interest rate risk by diversifying its portfolio across tenures.

D. Price risk

The Company's exposure to equity securities risk arises from investments held by the Company and classified in the Balance Sheet as FVTOCI [See note 33].

To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio across capitalisation sectors with large cap bias and active monitoring of the portfolio constituents and news flow using relevant application tools. Diversification of the portfolio is in accordance with Investment Policy of the Company.

Majority of Company's equity investments are publicly traded and are included in the NSE Nifty 200 index.

As regards investments in unlisted privately held companies, the fair valuations are largely dependent on the investee company's ability to achieve desired outcomes which measure the performance of the Company and bear on the valuation. Hence the key price risk emanates from performance shortfall due to industry risks, policy changes and liquidity risk given the lower exit probability.

E. Other risk (Market risk)

The Company has deployed its surplus funds in equity, debt, money market and other instruments (including through funds). The Company is exposed to price and volatility risk on such investments. The Company has strategic asset allocation benchmarks and risk limits, including financial VaR and interest rate and equity sensitivity limits. These limits are monitored and reported to the decision-making bodies.

The Company has invested 30% of its net assets in debt securities, liquid fixed income securities such as liquid mutual funds to ensure adequate liquidity is available. Temporary market shocks are not considered to have material impacts on these Investments. Nevertheless, the Company has invested its surplus funds primarily in debt instruments with CRISIL AAA & STABLE A1+ rating and thus the Company does not have significant risk exposure here.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

35 Capital management

a) Objectives, policies and processes of capital management

The Company is cash surplus and has only equity capital. The Company operates as an Investment Company and consequently is registered as a Non-Banking Financial Institution - Investment and Credit Company (NBFC-ICC) with Reserve Bank of India (RBI). As per RBI's 'Scale Based Regulations' (SBR), the Company is classified as NBFC - Base Layer (NBFC-BL).

The cash surpluses are currently invested in equity, debt, money market and other instruments (including through funds) depending on economic conditions in line with Investment Policy set 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.

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Equity	18,834.96	15,665.27
Add: Deferred tax liabilities (net)	716.64	504.71
Less: Tangible and other assets	171.28	172.69
Working capital	91.42	272.90
Investments in subsidiaries and associates	2,889.81	2,913.35
Investment in equity, debt and similar instruments	16,399.09	12,811.04

No changes in this regard were made in the objectives, policies and processes of capital management during the year.

b) Dividends distributed and proposed

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
Dividends recognised in the financial statements		
Final dividend for the year ended 31 March 2023 of ₹ 13 (31 March 2022 is ₹ 25) per equity share, declared and paid	144.68	278.23
Interim dividend for the year ended 31 March 2024 of ₹ 110 (31 March 2023 - ₹ 110) per equity share, declared and paid	1,224.23	1,224.23
Dividends not recognised at the end of the reporting period		
Directors have recommended the payment of a final dividend of ₹ 21 per equity share for the year ended 31 March 2024 (31 March 2023 - ₹ 13). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	233.72	144.68

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

36 Maturity analysis of assets and liabilities

(₹ In Crore)

Particulars	As at 31 March 2024			As at 31 March 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets						
Financial assets						
Cash and cash equivalents	38.24	-	38.24	25.19	-	25.19
Bank balances other than cash and cash equivalents	0.89	8.29	9.18	0.75	8.08	8.83
Investment in subsidiaries and associates	-	2,889.81	2,889.81	-	2,913.35	2,913.35
Other investments	2,346.77	14,052.32	16,399.09	758.90	12,052.14	12,811.04
Other financial assets	93.27	14.57	107.84	86.68	14.45	101.13
Non-financial assets						
Current tax assets (net)	-	21.14	21.14	-	193.45	193.45
Investment properties	-	170.61	170.61	-	173.93	173.93
Right-of-use asset	-	55.98	55.98	-	83.97	83.97
Property, plant and equipment	-	7.26	7.26	-	7.58	7.58
Other non-financial assets	2.22	-	2.22	2.15	-	2.15
Total	2,481.39	17,219.98	19,701.37	873.67	15,446.95	16,320.62
Liabilities						
Financial liabilities						
Trade payables	2.64	-	2.64	1.59	-	1.59
Lease liability	33.80	28.77	62.57	33.30	59.49	92.79
Other financial liabilities	22.15	19.04	41.19	22.73	15.98	38.71
Non-financial liabilities						
Current tax liabilities (net)	-	34.91	34.91	-	8.96	8.96
Deferred tax liabilities (net)	-	716.64	716.64	-	504.71	504.71
Provisions	1.74	2.82	4.56	1.03	2.76	3.79
Other non-financial liabilities	3.90	-	3.90	4.80	-	4.80
Total	64.23	802.18	866.41	63.45	591.90	655.35
Net	2,417.16	16,417.80	18,834.96	810.22	14,855.05	15,665.27

37 Schedule to Balance Sheet as on 31 March 2024
Balance Sheet of a Non Deposit taking Non-Banking Financial Company

(As required in terms of Annex IV and Annex XVI of Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016) updated as on 22 April 2022) and as required in 'RBI/2022-23/26 DOR. ACC.REC.No.20/21.04.018/2022-23' dated 19 April 2022 - Disclosures in financial statements applicable to NBFC-BL

Particulars	(₹ In Crore)	
	Amount outstanding	Amount overdue
Liabilities side		
1. Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid		
(a) Debentures		
Secured	-	-
Unsecured (Other than falling within the meaning of public deposit *)	-	-
(b) Deferred credits	-	-
(c) Term loans	-	-
(d) Inter-corporate loans and borrowings	-	-
(e) Commercial paper	-	-
(f) Public deposits	-	-
(g) Other loans (specify nature)	-	-
2. Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid)		
(a) In the form of unsecured debentures	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
(c) Other public deposits	-	-

* Please see note 1 below

Particulars	(₹ In Crore)	
	Amount outstanding	
Asset side		
3. Break-up of loans and advances including bills receivables (other than those included in (4) below)		
(a) Secured		-
(b) Unsecured (Comprises advance income-tax paid and other miscellaneous receivables)		131.20
4. Break-up of leased assets and stock on hire and other assets counting towards AFC activities		
(i) Lease assets including lease rentals under sundry debtors		
(a) Financial lease		-
(b) Operating lease		-
(ii) Stock on hire including hire charges under sundry debtors		
(a) Assets on hire		-
(b) Repossessed assets		-
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed		-
(b) Loans other than (a) above		-

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

37 Schedule to Balance Sheet as on 31 March 2024 (Contd.)

				(₹ In Crore)
Particulars				Amount outstanding
5. Break-up of investments *				
Current investments				
1.	Quoted			
	(i) Shares:	(a) Equity		-
		(b) Preference		-
	(ii) Debentures and bonds			-
	(iii) Units of mutual funds			20.01
	(iv) Government securities			-
	(v) Others:	(a) Certificate of deposit		1,725.17
		(b) Commercial paper		-
2.	Unquoted			
	(i) Shares:	(a) Equity		-
		(b) Preference		-
	(ii) Debentures and bonds			-
	(iii) Units of mutual funds			-
	(iv) Government securities			-
	(v) Others:	(a) Certificate of deposit		-
		(b) Commercial paper		-
				1,745.18
Long-term investments				
1.	Quoted			
	(i) Shares:	(a) Equity		12,271.04
		(b) Preference		-
	(ii) Debentures and bonds			2,228.97
	(iii) Units of mutual funds			201.62
	(iv) Government securities			465.48
	(v) Others (Bond ETF)			1,018.16
2.	Unquoted			
	(i) Shares:	(a) Equity		1,138.79
		(b) Preference		-
	(ii) Debentures and bonds			-
	(iii) Units of mutual funds			219.66
	(iv) Government securities			-
	(v) Others: Investment properties			170.61
				17,714.33
Total				19,459.51

* Pursuant to Regulation 10 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, the investments of the Company are required to be classified into long-term and current investments. All the investments other than temporary surplus funds held/intended by the Company are long-term.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

37 Schedule to Balance Sheet as on 31 March 2024 (Contd.)
6. Borrower group-wise classifications of assets financed as in (3) and (4) above: (Please note (2) below)

(₹ In Crore)

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	0.63	0.65
2. Other than related parties	-	130.57	130.55
Total	-	131.20	131.20

7. Investor group wise classification of all investments (current and long-term) in shares and securities (both quoted and unquoted)

(₹ In Crore)

Category	Market value/ break up or fair value or NAV	Book value ^ (Net of provisions)
1. Related parties **		
(a) Subsidiaries (quoted and unquoted hence disclosed at break up value)	4,232.16	239.74
(b) Companies in the same group (disclosed at market value)	189,843.28	2,650.07
(c) Other related parties		
- Unquoted (disclosed at face value)	22.75	8.79
- Quoted	2,606.67	259.90
2. Other than related parties		
- Unquoted @	1,335.46	408.28
- Quoted (disclosed at market value)	12,418.53	8,821.20
Total	210,458.85	12,387.98

** As per Ind AS (Please see note 3)

@ Investment in preference shares are disclosed at face value. Investments in equity shares are disclosed at break up value and investments in mutual funds are disclosed at fund value.

^ Book value here represents cost/amortised cost.

The break up values are computed based on latest available consolidated financial statements/reports.

The investments in non-performing investments are disclosed at book value net of provisions.

8. Other information

(₹ In Crore)

Particulars	Amount
(i) Gross non-performing assets	
(a) Related parties	-
(b) Other than related parties	-
(ii) Net non-performing assets	
(a) Related parties	-
(b) Other than related parties	-
(iii) Assets acquired in satisfaction of debt	-

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

37 Schedule to Balance Sheet as on 31 March 2024 (Contd.)**Notes:**

- As defined in point xix of paragraph 3 of Chapter -2 of Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
- All Ind AS and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long-term or current in (5) above.

9. Investments

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
(1) Value of investments		
(i) Gross value of investments		
(a) In India	19,459.51	15,898.32
(b) Outside India	-	-
(ii) Provisions for depreciation		
(a) In India	-	-
(b) Outside India	-	-
(iii) Net value of investments		
(a) In India	19,459.51	15,898.32
(b) Outside India	-	-
(2) Movement of provisions held towards depreciation on investments		
(i) Opening balance	-	-
(ii) Add : Provisions made during the year	-	-
(iii) Less : Write-off/write-back of excess provisions during the year	-	-
(iv) Closing balance	-	-

10. Provisions and contingencies

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Break up of 'Provisions and Contingencies' shown under the head expenditure in Profit and Loss Account		
(i) Provisions for depreciation on investment	-	-
(ii) Provision towards NPA	-	-
(iii) Provision made towards income tax	124.36	67.27
(iv) Other provision and contingencies	-	-
(v) Provision for standard assets	-	-

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

37 Schedule to Balance Sheet as on 31 March 2024 (Contd.)
11. CRAR

(₹ In Crore)

Items	As at 31 March	
	2024	2023
(i) CRAR %	122%	111%
(ii) CRAR - Tier I capital (%)	122%	111%
(iii) CRAR - Tier II capital (%)	0%	0%
(iv) Amount of subordinated debt raised as Tier-II capital	-	-
(v) Amount raised by issue of Perpetual Debt Instruments	-	-

Liquidity coverage ratio (LCR)

(₹ In Crore)

Items	As at 31 March	
	2024	2023
(i) Current assets	2,481.39	873.67
(ii) Current liabilities	64.23	63.45
(iii) Liquidity ratio	38.63	13.77

12. Exposures
A. Exposures to real estate sector

(₹ In Crore)

Category	As at 31 March	
	2024	2023
(a) Direct exposure	-	-
(i) Residential mortgages		
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented: (Individual housing loans up to ₹ 15 lakh may be shown separately)		
Exposure would also include non-fund based (NFB) limits	-	-
(ii) Commercial real estate -		
Lending secured by mortgages on commercial real estate (office building, retail space, multipurpose commercial premises, multi-family residential buildings, multitenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.)		
Exposure would also include non-fund based (NFB) limits	-	-
(iii) Investments in Mortgage Backed Securities (MBS) and other securitised exposures		
(a) Residential	-	-
(b) Commercial real estate	-	-
(b) Indirect exposure	-	272.64
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)	-	272.64

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

37 Schedule to Balance Sheet as on 31 March 2024 (Contd.)**B. Exposures****Exposure to capital market**

(₹ In Crore)

Category	As at 31 March	
	2024	2023
(i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt	6,559.21	5,926.26
(ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures and units of equity-oriented mutual funds	Nil	Nil
(iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	Nil	Nil
(iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances	Nil	Nil
(v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	Nil	Nil
(vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	Nil	Nil
(vii) Bridge loans to companies against expected equity flows/issues	Nil	Nil
(viii) Underwriting commitments taken up by the NBFC's in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	Nil	Nil
(ix) Financing to stockbrokers for margin trading	Nil	Nil
(x) All exposures to Alternative Investment Funds:		
(i) Category I	46.66	61.03
(ii) Category II	130.19	135.49
(iii) Category III	Nil	Nil
(xi) All exposures to Venture Capital Funds (both registered and unregistered)	Nil	Nil
Total exposure to capital market	6,736.06	6,122.78

Exposure here represents cost/amortised cost

13. Asset Liability Management**Maturity pattern of certain items of assets and liabilities**

(₹ In Crore)

Particulars	1 day to 30/31 days (one month)	Over 1 month to 2 months	Over 2 months up to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities	-	-	-	-	-	-	-	-	-
Borrowings from banks	-	-	-	-	-	-	-	-	-
Market borrowings	-	-	-	-	-	-	-	-	-
Foreign currency liabilities	-	-	-	-	-	-	-	-	-
Assets	20.01	183.07	320.79	49.96	1,772.94	2,080.89	639.55	14,392.30	19,459.51
Deposits	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-	-
Investments	20.01	183.07	320.79	49.96	1,772.94	2,080.89	639.55	14,392.30	19,459.51
Foreign currency assets	-	-	-	-	-	-	-	-	-

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

37 Schedule to Balance Sheet as on 31 March 2024 (Contd.)

14. Miscellaneous disclosures

a) Registration obtained from other financial sector regulators

Apart from RBI, Company is also governed by SEBI and MCA.

b) Disclosure of penalties imposed by RBI and other regulators

During previous year, no penalty was imposed by RBI or other regulators.

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

37 Schedule to Balance Sheet as on 31 March 2024 (Contd.)

14. (c) Related party disclosure

(₹ In Crore)

Particulars	1. Parent ownership or control)		2. Subsidiaries		3. Associate		4. Director		6. Other KMP		7. Relatives of other KMP		8. Other		Total	
	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	
(A) Details of related party transactions during the year ended																
1 Borrowings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2 Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3 Placement of deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4 Advances	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5 Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	(150.00)	-	(150.00)
6 Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7 Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
8 Interest paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
9 Interest received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
10 Others - Loan portfolio assigned in	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
11 Others - Dividend paid	-	41.66	45.72	43.05	47.25	-	-	-	-	-	-	-	5.31	4.77	90.02	97.74
12 Others - Dividend received	-	99.09	104.91	1,404.03	1,379.11	-	-	-	-	-	-	-	10.84	8.43	1,513.96	1,492.45
13 Others - Preferential warrants application money received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
14 Proceeds on buyback of equity shares	-	-	-	-	1,179.80	-	-	-	-	-	-	-	-	-	1,179.80	-
15 Others	-	-	-	35.45	41.14	28.98	31.25	28.98	3.30	3.01	37.83	44.26	39.75	114.26	150.71	-
Total	-	-	140.75	150.63	2,662.33	1,467.50	31.25	28.98	3.30	3.01	-	60.41	(97.06)	2,898.04	1,590.90	-

37 Schedule to Balance Sheet as on 31 March 2024 (Contd.)

(₹ In Crore)

Particulars	1. Parent ownership or control)		2. Subsidiaries		3. Associate		4. Director		6. Other KMP		7. Relatives of other KMP		8. Other		Total	
	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	
(B) Outstanding balances for the year ended																
1 Borrowings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2 Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3 Placement of deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4 Advances	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5 Investments	-	239.74	2,39.74	2,650.07	2,673.61	-	-	-	-	268.69	269.09	3,158.50	3,182.44	-	-	-
6 Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7 Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
8 Interest paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
9 Interest received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
10 Others - Loan portfolio assigned in	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
11 Others - Preferential warrants application money received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
12 Others - Dividend paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
13 Share capital	-	(3.39)	(3.39)	(3.50)	(3.50)	-	-	-	-	(0.44)	(0.44)	(7.33)	(7.33)	-	-	-
14 Others	-	-	-	-	0.04	(19.08)	(19.08)	(19.08)	(19.08)	(0.95)	0.22	(20.59)	(18.82)	-	-	-
Total	-	236.35	236.35	2,646.57	2,670.15	-	(19.08)	(19.08)	-	267.30	268.87	3,130.58	3,156.29	-	-	-

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

37 Schedule to Balance Sheet as on 31 March 2024 (Contd.)

(₹ In Crore)

Particulars	1. Parent ownership or control)		2. Subsidiaries		3. Associate		4. Director		6. Other KMP		7. Relatives of other KMP		8. Other		Total	
	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	Year ended 31 Mar 2023	Year ended 31 Mar 2024	
(C) Maximum outstanding balances for the year ended																
1 Borrowings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2 Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3 Placement of deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4 Advances	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5 Investments	-	-	239.74	239.74	2,673.61	2,673.61	-	-	-	-	-	-	269.09	269.09	3,182.44	3,182.44
Total	-	-	239.74	239.74	2,673.61	2,673.61	-	-	-	-	-	-	269.09	269.09	3,182.44	3,182.44

37 Schedule to Balance Sheet as on 31 March 2024 (Contd.)

14. Miscellaneous disclosures**d) Ratings assigned by credit rating agencies and migration of ratings during the year**

Not applicable

Note

Company is a non-deposit taking/accepting NBFC. It does not carry out lending/securitisation activity. Hence, there are 'Nil' values in respect of following disclosures -

1. Derivatives
 - Forward rate agreement/interest rate swap
 - Exchange traded interest rate (IR) derivatives
 - Qualitative disclosures on risk exposure in derivatives
 - Quantitative disclosures on risk exposure in derivatives
2. Securitisation
 - Disclosures relating to securitised assets etc.
 - Details of financial assets sold to securitisation/reconstruction company for asset reconstruction
 - Details of assignment transactions undertaken by NBFCs
 - Details of non-performing financial assets purchased/sold
3. Details of financing of parent company products
4. Details of Single Borrower Limit (SBL) / Group Borrower Limit (GBL) exceeded by the NBFC
5. Unsecured advances
6. Concentration of deposits, advances, exposures and NPAs
 - Concentration of deposits (for deposit taking NBFCs)
 - Concentration of advances
 - Concentration of exposures
 - Concentration of NPAs
 - Sector-wise NPAs
 - Movement of NPAs
7. Overseas assets (for those with joint ventures and subsidiaries abroad)
8. Off-Balance Sheet SPVs sponsored
9. Disclosure of customer complaints
10. Sectoral exposure and NPA disclosure

Notes to standalone financial statements for the year ended 31 March 2024 (Contd.)

38 Other notes

- a. The Company has performed an assessment to identify transactions with struck off companies as at 31 March 2024 and no such company was identified.
- b. No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c. No funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- d. The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- e. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- f. Figures for the previous periods have been regrouped, wherever necessary, to make them comparable with the current period.

39 Events after reporting date

There have been no events after the reporting date that require disclosure in these financial statements.

40 Miscellaneous

Amounts less than ₹ 50,000 have been shown at actual against respective line items statutorily required to be disclosed.

The accompanying notes are an integral part of the standalone financial statements

On behalf of the Board of Directors

Shekhar Bajaj
Chairman
DIN: 00089358

As per our report of even date

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration
Number: 104607W/W100166

For NBS & Co.
Chartered Accountants
ICAI Firm Registration
Number: 110100W

Anant Marathe
Chief Financial Officer

Sanjiv Bajaj
Managing Director & CEO
DIN: 00014615

Anil A Kulkarni
Partner
ICAI Membership Number:
047576

Devdas Bhat
Partner
ICAI Membership Number:
048094

Sriram Subbramaniam
Company Secretary

Pradip Shah
Chairman-Audit Committee
DIN: 00066242

Pune: 26 April 2024

CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditors' Report on the Consolidated Financial Statements

To the Members of **Bajaj Holdings & Investment Ltd.**

Opinion

We have audited the accompanying Consolidated Ind AS financial statements of Bajaj Holdings & Investment Ltd. (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as 'the Group'), and its associates, which comprise the consolidated Balance Sheet as at 31 March 2024, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity, the consolidated Cash Flows Statement for the year then ended, and the Notes to the consolidated financial statements, including a summary of material 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 the other auditors on separate financial statements of such subsidiaries and associates referred to in the other matters paragraph below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act'), in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31 March 2024, of the consolidated profit, consolidated other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing ('SAs') 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 associates in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained, along with the consideration of audit reports of the other auditors referred to in the other matters paragraph below, is sufficient and appropriate to provide a basis for our opinion.

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 of the current year. 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.

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

Key audit matters from component auditors’ report	How our audit addressed the key audit matter
<p>a) Allowances for Expected Credit Losses (‘ECL’) of Bajaj Finserv Ltd. Group (‘BFS Group’)</p> <p>The Joint Auditors of Bajaj Finance Ltd., a subsidiary of Bajaj Finserv Ltd. (Associate entity), have reported that ‘As at 31 March 2024, the carrying value of loan assets carried at amortised cost and fair value through other comprehensive income (‘FVTOCI), aggregated ₹326,293.32 crore (net of allowance for expected credit loss ₹5,041.03 crore) constituting approximately 87% of the Bajaj Finance Ltd.’s consolidated total assets. Significant judgment is used in classifying these loan assets and applying appropriate measurement principles. ECL on such loan assets is a critical estimate involving greater level of management judgment.</p> <p>As part of the joint auditors risk assessment, they have determined that ECL on such loan assets has a high degree of estimation uncertainty, with a potential range of reasonable outcomes for the consolidated financial statements of Bajaj Finance Ltd. The elements of estimating ECL which involved increased level of audit focus are the following:</p> <ul style="list-style-type: none"> • Qualitative and quantitative factors used in staging the loan assets measured at amortised cost and fair value through other comprehensive income (‘FVTOCI’); • Basis used for estimating Probabilities of Default (‘PD’), Loss Given Default (‘LGD’) and Exposure at Default (‘EAD’) at product level with past trends; • Judgments used in projecting economic scenarios and probability weights applied to reflect future economic conditions; and • Adjustments to model driven ECL results to address emerging trends. 	<p>Auditors of Bajaj Finance Ltd. and its subsidiaries have examined the policies approved by the Boards of Directors that articulate the objectives of managing each portfolio and their business models. They have also verified the methodology adopted for computation of ECL (‘ECL Model’) that addresses policies approved by the Boards of Directors, procedures and controls for assessing and measuring credit risk on all lending exposures measured at amortised cost and FVTOCI. Additionally, they have confirmed that adjustments to the output of the ECL Model are consistent with the documented rationale and basis for such adjustments and that the amounts of adjustment have been approved by the Audit Committee of the Board of Directors.</p> <p>The audit procedures related to the allowance for ECL included the following, among others:</p> <p>Testing the design and operating effectiveness of the following:</p> <ul style="list-style-type: none"> • Completeness and accuracy of the EAD and the classification thereof into stages consistent with the definitions applied in accordance with the policy approved by the Board of Directors including the appropriateness of the qualitative factors to be applied; • Completeness, accuracy, and appropriateness of information used in the estimation of the PD and LGD for the different stages depending on the nature of the portfolio; • Accuracy of the computation of the ECL estimate including methodology used to determine macro-economic overlays and adjustments to the output of the ECL Model; and • Validity of changes made to the Structured Query Language (‘SQL’) queries used for the ECL calculations including approval thereof by the designated officials. <p>Test of details on a sample basis in respect of the following:</p> <ul style="list-style-type: none"> • Accuracy and completeness of the input data such as period of default and other related information used in estimating the PD; • The mathematical accuracy of the ECL computation by using the same input data as used by the respective entities; • Use of the appropriate SQL queries for calibration of ECL rates and its application to the corresponding loan asset portfolio; • Completeness and accuracy of the staging of the loans and the underlying data based on which the ECL estimates have been computed; • Evaluating the adequacy of the adjustment after stressing the inputs used in determining the output as per the ECL Model to ensure that the adjustment was in conformity with the overlay amount approved by the Audit Committees of the respective entities.

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

Key audit matters from component auditors' report	How our audit addressed the key audit matter
<p>b) Information technology system for the financial reporting and consolidation process of Bajaj Finserv Ltd. Group ('BFS Group')</p> <p>The Joint Auditors of Bajaj Finance Ltd., a subsidiary of Bajaj Finserv Ltd. (Associate entity), have reported dependence on its Information Technology ('IT') systems due to the significant number of transactions that are processed daily across such multiple and discrete IT systems. Also, IT application controls are critical to ensure that changes to applications and underlying data are made in an appropriate manner and under controlled environments. Appropriate controls contribute to mitigating the risk of potential fraud or errors as a result of changes to applications and data.</p> <p>On account of the pervasive use of its IT systems, the testing of the general computer controls of the IT systems used in financial reporting was considered to be a key audit matter.</p>	<p>With the assistance of its IT specialists, the auditors obtained an understanding of the IT applications, databases and operating systems relevant to financial reporting and the control environment. For these elements of the IT infrastructure the areas of their focus included access security (including controls over privileged access), program change controls, database management and network operations. In particular:</p> <ul style="list-style-type: none"> • Tested the design, implementation, and operating effectiveness of the general IT controls over the IT systems relevant to financial reporting. This included evaluation of controls over segregation of duties and access rights being provisioned/modified based on duly approved requests, access for exit cases being revoked in a timely manner and access of all users being recertified during the period of audit; • Tested key automated and manual business cycle controls and logic for the reports generated through the IT infrastructure that were relevant for financial reporting or were used in the exercise of internal financial controls with reference to the consolidated financial statements. Their tests included testing of the compensating controls or alternate procedures to assess whether there were any unaddressed IT risks that would materially impact the consolidated financial statements of Bajaj Finance Ltd.

Information Other than the consolidated financial statements and the auditors' report thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Boards' Report including Annexures to Boards' Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholders' Information, but does not include the consolidated financial statements, standalone 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 identified above and, in doing so, consider whether the 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, along with the consideration of audit reports of the other auditors referred to in the other matters paragraph below, 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 and those charged with governance 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 term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

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

The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

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 and its subsidiary companies and associate companies which are companies incorporated in India have adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of the Managements' 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 associates 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 associates 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.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates 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.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of the users of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

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 of the current year 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 matters

- (a) The auditors of Bajaj Allianz Life Insurance Company Ltd. ('BALIC'), a subsidiary of associate have reported that determination of the following as at 31 March 2024 is the responsibility of the BALIC's Appointed Actuary (the 'Appointed Actuary') –
- The actuarial valuation of liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists. The actuarial valuation of these liabilities has been duly certified by the Appointed Actuary and in his opinion, the assumptions for such valuation are in accordance with the guidelines and norms issued by the Insurance Regulatory and Development Authority of India ('IRDAI') and the Institute of Actuaries of India in concurrence with the IRDAI;
 - Other adjustments and judgments, in accordance with Ind AS 104 - Insurance Contracts, are as under:
 - Assessment of contractual liabilities based on classification of contracts into insurance contracts and investment contracts;
 - Valuation and classification of deferred acquisition cost and deferred origination fees on investment contracts;
 - Grossing up and classification of the reinsurance assets and;
 - Liability adequacy test as at the reporting dates.

The auditors of BALIC have relied upon Appointed Actuary's certificate in this regard for forming their opinion.

- (b) The joint auditors of Bajaj Allianz General Insurance Company Ltd. ('BAGIC'), a subsidiary of an associate, have reported that the actuarial valuation of liabilities in respect of Incurred But Not Reported ('IBNR') and Incurred But Not Enough Reported ('IBNER') claims is the responsibility of the BAGIC's Appointed Actuary. The actuarial valuation of these liabilities as at 31 March 2024 has been duly certified by the

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

Appointed Actuary. The Appointed Actuary has also certified that in his opinion, the assumptions for such valuation are in accordance with Ind AS 104, 'Insurance Contracts', Ind AS 109, 'Financial Instruments', guidelines and norms, issued by the IRDAI and the Institute of Actuaries of India in concurrence with the IRDAI. BAGIC's auditors have relied upon the BAGIC's Appointed Actuary's certificate in this regard for the purpose of their report.

Our opinion is not modified in respect of matters specified in paragraph (a) and (b) above.

- (c) We did not audit the financial statements of 2 subsidiaries, whose financial statements reflect total assets of ₹ 29,448.48 crore as at 31 March 2024, total revenues of ₹ 224.78 crore, total net profit after tax of ₹ 201.13 crore, total comprehensive income of ₹ 8,170.03 crore and net cash flows of ₹ 0.90 crore for the year ended 31 March 2024, which have been audited by their respective independent auditors and are before consolidation adjustments. The independent auditors' reports on the financial statement of these entities have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us as described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report.
- (d) The consolidated financial statements include the Group's share of net profit after tax of ₹ 5,969.72 crore and Groups' share of total comprehensive income of ₹ 6,830.91 crore for the year ended 31 March 2024, as considered in the consolidated financial statements before consolidation adjustments, in respect of 2 associates and their subsidiaries included therein, whose financial statement have not been audited by us. These financial statements have been audited by respective independent auditors whose audit reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates and their subsidiaries, is based solely on the audit reports of such auditors and procedures performed by us as described in the Auditors' responsibilities for the audit of the consolidated financial statements section of our report.

Our opinion on the consolidated financial statements, and our Report on other legal and regulatory requirements below, is not modified in respect of the matters stated in paragraphs (c) and (d) above, with respect to our reliance on the work done and based on the consideration of the report of the other auditor, as noted in the other matter paragraph above.

Report on other legal and regulatory requirements

- 1) As required by section 143(3) of the Act, based on our audit and on the consideration of audit reports of the respective independent auditors on separate financial statements of such subsidiaries and associates, as noted in the 'Other matters' paragraph, we report, to the extent applicable, that:
- 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 of the aforesaid consolidated financial statements.
 - In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, except for the matter stated in paragraph 1(i)(vi) below on reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - The consolidated Balance Sheet, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rules issued thereunder.
 - On the basis of the written representations received from the Directors of the Holding Company as on 31 March 2024, and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the Directors of the Group companies and its associate companies incorporated in India are disqualified as on 31 March 2024, from being appointed as a Director in terms of section 164(2) of the Act.

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

- f) The observation relating to the maintenance of accounts and other matters connected therewith are as stated in the sub paragraph (b) of paragraph 1 above on reporting under section 143(3)(b) and paragraph 1(i)(vi) below on reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g) With respect to the adequacy of internal financial controls with reference to financial statements of the Group and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'.
- h) In our opinion and according to information and explanations given to us and based on the consideration of the report of the other auditor, as noted in the other matters paragraph above, where applicable, managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of section 197 of the Act.
- i) With respect to the other matters to be included in the auditors' report in accordance with rule 11 of the Companies (Audit and Auditor's) Rules, 2014, ('the Rules'), 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 auditor, as noted in the 'Other matters' paragraph above:
- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates – Refer note 31, note 32 and note 33 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.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate companies incorporated in India.
 - iv) The respective Managements of the Holding Company and its subsidiaries, associates and jointly controlled entities which are incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that:
 - a) To the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and associates to or in any other person(s) or entity(ies), including foreign entity(ies) ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries and associates ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;
 - b) To the best of their knowledge and belief, no funds have been received by the Holding Company or any of such subsidiaries and associates from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries, associates and jointly controlled entities shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the ultimate beneficiaries; and

Based on such audit procedures performed by us and on the consideration of the report of the other auditor, as noted in the other matters paragraph above that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of rule 11 (e) of the Rules as provided under a) and (b) above contain any material misstatement.

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

- v) As per information and explanation represented by Management and based on the records of the Holding Company and based on the consideration of the report of the other auditor, as noted in the other matters paragraph above, the dividend proposed in the previous year, declared and paid by the Holding Company, subsidiaries and associates during the year is in accordance with section 123 of the Act, as applicable.

The interim dividend declared and paid by the Holding Company, subsidiaries and associates until the date of this report is in compliance with section 123 of the Act.

- vi) Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company and its subsidiaries and associates have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries and associates did not come across any instance of audit trail feature being tampered with. In case of an associate and its one subsidiary where normal users were not granted direct database access or super user level access. However, unauthorised changes to the database of such associate and its one subsidiary by a super user specifically does not carry the feature of a concurrent real time audit trail.

In respect of one subsidiary of an associate, which is Company incorporated in India, based on procedures performed by the auditor of such subsidiary, the subsidiary has a feature of recording audit trail (edit log) facility from the date of commencement of its operations for business of Non Banking Finance Company (NBFC) for all relevant transactions recorded in such software. Further during the course of their audit, based on the information and explanation provided by the Management, they did not come across any instance of audit trail feature being tampered with.

As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014, is applicable from 1 April 2023, reporting under rule 11(g) of the Rules on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended 31 March 2024.

- 2) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditors' Report) Order, 2020 (the 'CARO') issued by the Central Government in terms of section 143(11) of the Act, to be included in the Auditors' report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and based on our consideration of CARO reports issued by the respective independent auditors of the subsidiaries and associates of the Holding Company, we report that there are no qualifications or adverse remarks in these CARO reports.

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration Number: 104607W/W100166

For NBS & Co.
Chartered Accountants
ICAI Firm Registration Number:110100W

Anil A Kulkarni
Partner
ICAI Membership Number: 047576
UDIN: 24047576BKBJHQ1126

Devdas Bhat
Partner
ICAI Membership Number: 046940
UDIN: 24048094BKCXUJ5826

Pune: 26 April 2024

Pune: 26 April 2024

Annexure A to the Independent Auditors' Report

Referred to in paragraph 1(g) under the heading 'Report on other legal and regulatory requirements of our report of even date

Report on Internal Financial Controls with reference to the aforesaid consolidated financial statements under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 (the 'Act')

Opinion

In conjunction with our audit of the consolidated financial statements of Bajaj Holdings & Investment Ltd. (hereinafter referred to as the 'Holding Company') as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its associates, which are companies incorporated in India, as of that date.

In our opinion, the Group and its associates, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2024, based on the internal controls over financial reporting criteria established by the respective companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note').

Our report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to subsidiaries and associate companies, incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries and associates.

Management's responsibility for internal financial controls

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

Auditors' responsibility

Our responsibility is to express an opinion on the Holding Company, its subsidiaries, and its associates, which are companies incorporated in India, internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements 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 consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls, 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.

Annexure A to the Independent Auditors' Report (Contd.)

We believe that the audit evidence we have obtained and the audit evidence obtained by the respective independent auditors in terms of their reports is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to these consolidated financial statements.

Meaning of internal financial controls with reference to consolidated financial statements

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

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

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

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

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration Number: 104607W/W100166

For NBS & Co.
Chartered Accountants
ICAI Firm Registration Number: 110100W

Anil A Kulkarni
Partner
ICAI Membership Number: 047576
UDIN: 24047576BKBJHQ1126

Devdas Bhat
Partner
ICAI Membership Number: 046940
UDIN: 24048094BKCXUJ5826

Pune: 26 April 2024

Pune: 26 April 2024

Consolidated Balance Sheet

(₹ In Crore)

Particulars	Note No.	As at 31 March	
		2024	2023
ASSETS			
Financial assets			
Cash and cash equivalents	3	39.73	25.78
Bank balances other than cash and cash equivalents	4	14.23	13.69
Trade receivables	5	1.77	6.54
Investment in associates	6A	34,260.00	28,872.93
Other investments	6B	30,454.58	23,682.49
Other financial assets	7	111.95	107.00
		64,882.26	52,708.43
Non-financial assets			
Current tax assets (net)		28.46	195.75
Investment properties	9	170.61	173.93
Property, plant and equipment	10A	17.37	19.61
Right-of-use asset	10B	55.98	83.97
Inventories	11	3.66	3.80
Other non-financial assets	12	2.74	2.61
		278.82	479.67
Total		65,161.08	53,188.10

Consolidated Balance Sheet (Contd.)

(₹ In Crore)

Particulars	Note No.	As at 31 March	
		2024	2023
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Trade payables	13		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		2.78	1.78
Lease liability		62.57	92.79
Other financial liabilities	14	47.16	44.60
		112.51	139.17
Non-financial liabilities			
Current tax liabilities (net)		38.75	12.79
Deferred tax liabilities (net)	8	2,028.62	1,463.22
Provisions	15	5.48	4.53
Other non-financial liabilities	16	4.69	5.49
		2,077.54	1,486.03
EQUITY			
Equity share capital	17	111.29	111.29
Other equity	18	54,136.22	44,071.49
Non-controlling interest		8,723.52	7,380.12
		62,971.03	51,562.90
Total		65,161.08	53,188.10

Summary of material accounting policies followed by the Group 2

The accompanying notes are an integral part of the consolidated financial statements

On behalf of the Board of Directors

Shekhar Bajaj
Chairman

DIN: 00089358

As per our report of even date

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration
Number: 104607W/W100166

For NBS & Co.
Chartered Accountants
ICAI Firm Registration
Number: 110100W

Anant Marathe
Chief Financial Officer

Sanjiv Bajaj
Managing Director & CEO
DIN: 00014615

Anil A Kulkarni
Partner
ICAI Membership Number:
047576

Devdas Bhat
Partner
ICAI Membership Number:
048094

Sriram Subbramaniam
Company Secretary

Pradip Shah
Chairman-Audit Committee
DIN: 00066242

Pune: 26 April 2024

Consolidated Statement of Profit and Loss

(₹ In Crore)

Particulars	Note No.	For the year ended 31 March	
		2024	2023
Revenue from operations			
Interest income	19	303.90	269.20
Dividend income		163.81	122.95
Rental income		20.45	18.39
Profit on buyback of equity shares	20	1,110.98	-
Net gain on fair value changes	21	38.59	33.20
Other investment income	22	-	2.91
Revenue from contracts with customers - sale of goods	23	10.96	17.44
Total revenue from operations		1,648.69	464.09
Other income	24	64.77	63.26
Total income		1,713.46	527.35
Expenses			
Employee benefits expenses	25	51.66	49.78
Finance costs - interest on operating lease liability		2.16	6.94
Cost of raw materials consumed		5.51	7.06
Changes in inventories of work-in-progress	26	(0.04)	2.52
Depreciation, amortisation and impairment	27	33.86	33.86
Other expenses	28	83.10	82.69
Total expenses		176.25	182.85
Share of profits of associates		5,955.30	4,667.01
Profit before tax		7,492.51	5,011.51
Tax expense			
Current tax		131.17	83.76
Tax credits pertaining to earlier years		(17.26)	(23.01)
Deferred tax		13.69	4.55
Total tax expense	29	127.60	65.30
Profit after tax		7,364.91	4,946.21
Profit attributable to non-controlling interests		97.70	95.69
Profit for the year		7,267.21	4,850.52

Consolidated Statement of Profit and Loss (Contd.)

(₹ In Crore)

Particulars	Note No.	For the year ended 31 March	
		2024	2023
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Actuarial gain/(loss) of defined benefit plans		(8.18)	(9.85)
Tax impacts on above		1.73	2.32
Net gain/(loss) on equity instruments designated at FVTOCI		5,239.90	(2,969.25)
Tax impacts on above		(650.55)	340.49
Items that will be reclassified to profit or loss			
Valuation gain/(loss) on derivative hedging instruments		212.98	(55.29)
Tax impacts on above		(30.53)	8.45
Other adjustments		(28.60)	3.93
Change in foreign currency translation reserve of subsidiary of associate		8.65	102.58
Net gain on debt instruments designated at FVTOCI		308.73	(270.74)
Tax impacts on above		(59.48)	57.80
Other comprehensive income for the year (net of tax)		4,994.65	(2,789.56)
Total comprehensive income for the year		12,359.56	2,156.65
Profit attributable to			
Owners of the company		7,267.21	4,850.52
Non-controlling interests		97.70	95.69
Total comprehensive income attributable to			
Owners of the company		10,921.10	3,413.91
Non-controlling interests		1,438.46	(1,257.26)
Basic and diluted Earnings per share (in ₹)	30	653.0	435.8
(Nominal value per share ₹10)			
Summary of material accounting policies followed by the Group	2		

The accompanying notes are an integral part of the consolidated financial statements

On behalf of the Board of Directors

Shekhar Bajaj
Chairman
DIN: 00089358

As per our report of even date

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration
Number: 104607W/W100166

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Number: 110100W

Anant Marathe
Chief Financial Officer

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Managing Director & CEO
DIN: 00014615

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Devdas Bhat
Partner
ICAI Membership Number:
048094

Sriram Subbramaniam
Company Secretary

Pradip Shah
Chairman-Audit Committee
DIN: 00066242

Pune: 26 April 2024

Consolidated Statement of Changes in Equity

A Equity share capital

(₹ In Crore)

Particulars	Note No.	For the year ended 31 March	
		2024	2023
At the beginning of the year		111.29	111.29
Changes in equity share capital during the year		-	-
At the end of the year	17	111.29	111.29

B Other equity

(₹ In Crore)

Particulars	Note No.	Reserves and surplus				Other reserves				Total attributable to equity holders of the parent	Total non-controlling interest	Total
		Securities premium	General reserve	Capital reserve	Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	Retained earnings	Equity instruments through other comprehensive income	Debt and Hedge instruments through other comprehensive income	Share of associates			
Balance as at 1 April 2022	18	444.42	12,703.46	4,232.40	2,473.16	14,757.78	8,117.69	15.88	(13.82)	42,730.97	8,738.25	51,469.22
Profit for the year		-	-	-	-	4,850.52	-	-	-	4,850.52	95.69	4,946.21
Other comprehensive income (net of tax)		-	-	-	-	(7.58)	(1,287.35)	(52.23)	(89.45)	(1,436.61)	(1,352.95)	(2,789.56)
Total comprehensive income for the year ended 31 March 2023		-	-	-	-	4,842.94	(1,287.35)	(52.23)	(89.45)	3,413.91	(1,257.26)	2,156.65
Transfer to Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		-	-	-	342.32	(342.32)	-	-	-	-	-	-
Reclassification of gain on sale of FVTOCI equity instruments		-	-	-	-	220.24	(220.24)	-	-	-	-	-
Share of accumulated reserves of associate		-	(466.02)	-	-	-	-	-	-	(466.02)	-	(466.02)
Final dividend, declared and paid during the year		-	-	-	-	(324.86)	-	-	-	(324.86)	(44.87)	(369.73)
Interim dividend, declared and paid during the year		-	-	-	-	(1,282.51)	-	-	-	(1,282.51)	(56.00)	(1,338.51)
Balance as at 31 March 2023	18	444.42	12,237.44	4,232.40	2,815.48	17,871.27	6,610.10	(36.35)	(103.27)	44,071.49	7,380.12	51,451.61

Consolidated Statement of Changes in Equity (Contd.)

B Other equity (Contd.)

(₹ In Crore)

Particulars	Note No.	Reserves and surplus				Other reserves				Total non-controlling interest	Total	
		Securities premium	General reserve	Capital reserve	Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	Retained earnings	Equity instruments through other comprehensive income	Debt and Hedge instruments through other comprehensive income	Share of associates			Total attributable to equity holders of the parent
Profit for the year		-	-	-	-	7,267.21	-	-	-	7,267.21	97.70	7,364.91
Other comprehensive income (net of tax)		-	-	-	-	(6.33)	3,022.92	15.28	622.02	3,653.89	1,340.76	4,994.65
Total comprehensive income for the year ended 31 March 2024		-	-	-	-	7,260.88	3,022.92	15.28	622.02	10,921.10	1,438.46	12,359.56
Transfer to Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		-	-	-	580.00	(580.00)	-	-	-	-	-	-
Reclassification of gain on sale of FVTOCI equity instruments		-	-	-	-	312.52	(312.52)	-	-	-	-	-
Share of accumulated reserves of associate		-	611.77	-	-	-	-	-	-	611.77	-	611.77
Final dividend, declared and paid during the year		-	-	-	-	(179.66)	-	-	-	(179.66)	(33.60)	(213.26)
Interim dividend, declared and paid during the year		-	-	-	-	(1,288.48)	-	-	-	(1,288.48)	(61.46)	(1,349.94)
Balance as at 31 March 2024	18	444.42	12,849.21	4,232.40	3,395.48	23,396.53	9,320.50	(21.07)	518.75	54,136.22	8,723.52	62,859.74

Summary of material accounting policies followed by the Group

2

The accompanying notes are an integral part of the consolidated financial statements

On behalf of the Board of Directors

Shekhar Bajaj

Chairman

DIN: 00089358

As per our report of even date

 For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration
Number: 104607W/W100166

 For NBS & Co.
Chartered Accountants
ICAI Firm Registration
Number: 110100W

 Anant Marathe
Chief Financial Officer

 Sanjiv Bajaj
Managing Director & CEO
DIN: 00014615

 Anil A Kulkarni
Partner
ICAI Membership Number:
047576

 Devdas Bhat
Partner
ICAI Membership Number:
048094

 Sriram Subramaniam
Company Secretary

 Pradip Shah
Chairman-Audit Committee
DIN: 00066242

Pune: 26 April 2024

Consolidated Statement of Cash Flows

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
I. Operating activities		
Profit before tax	7,492.51	5,011.51
Less: Share of profits of associates	5,955.30	4,667.01
Add: Dividend from associates	1,504.74	1,478.18
	3,041.95	1,822.68
Adjustments to reconcile profit before tax to net cash flows		
Add:		
i) Depreciation, amortisation and impairment	33.86	33.86
ii) Finance costs - interest on operating lease liability	2.16	6.94
iii) Unrealised foreign exchange loss on revaluation	1.19	4.20
	37.21	45.00
Less:		
i) Provision for diminution in value of investments written back	-	2.91
ii) Profit on sale of investments, net	23.07	14.28
iii) Income from units of mutual fund	(0.02)	(0.14)
iv) Amortisation of premium/discount on acquisition of debt securities	111.04	70.74
v) Profit on buyback of equity shares	1,110.98	-
vi) Interest on income-tax refund	3.81	-
	1,248.88	87.79
	1,830.28	1,779.89
Change in assets and liabilities		
i) (Increase)/decrease in loans and other assets	(5.67)	1.61
ii) Increase in trade receivables	4.78	3.48
iii) Increase in inventories	0.14	2.66
iv) Increase/(decrease) in other bank balances	(0.35)	(2.11)
v) (Increase)/decrease in liabilities and provisions	2.58	(3.23)
	1.48	2.41
(Purchase)/sale of money market mutual funds, etc., net *	66.46	66.23
Net cash flow from operating activities before income-tax	1,898.22	1,848.53
Income-tax refund for earlier years (net)	176.44	24.33
Income-tax paid	(133.54)	(145.21)
Net cash flow from operating activities	1,941.12	1,727.65

Consolidated Statement of Cash Flows (Contd.)

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
II. Investing activities		
i) Purchase of property, plant and equipment	(0.31)	(2.00)
ii) Sale of investments*	6,959.54	4,565.82
iii) Purchase of investments*	(8,692.68)	(4,700.77)
iv) Sale proceeds of property, plant and equipment	-	0.11
v) Proceeds from buyback of equity shares	1,261.75	-
Net cash used in investing activities	(471.70)	(136.84)
III. Financing activities		
i) Dividend paid	(1,421.90)	(1,554.87)
ii) Cash payment for principal portion of operating lease liability	(31.41)	(25.10)
iii) Cash payment for interest portion of operating lease liability	(2.16)	(6.94)
Net cash used in financing activities	(1,455.47)	(1,586.91)
Net change in cash and cash equivalents	13.95	3.90
Cash and cash equivalents as at the beginning of the year	25.78	21.88
Cash and cash equivalents as at the end of the year	39.73	25.78

* As the Company is an investment company, dividend received and interest earned are considered as part of cash flow from operating activities. Purchase and sale of investments has been classified into operating and investing activity based on the intention of the Management at the time of purchase of securities or subsequent reassessment of intention and transfers made inter se between long-term and current investments, in accordance with the prudential norms specified by RBI.

Summary of material accounting policies followed by the Group

2

The accompanying notes are an integral part of the consolidated financial statements

On behalf of the Board of Directors

Shekhar Bajaj

Chairman

DIN: 00089358

As per our report of even date

For Kalyaniwalla & Mistry LLP

Chartered Accountants

ICAI Firm Registration

Number: 104607W/W100166

For NBS & Co.

Chartered Accountants

ICAI Firm Registration

Number: 110100W

Anant Marathe

Chief Financial Officer

Sanjiv Bajaj

Managing Director & CEO

DIN: 00014615

Anil A Kulkarni

Partner

ICAI Membership Number:
047576

Devdas Bhat

Partner

ICAI Membership Number:
048094

Sriram Subbramaniam

Company Secretary

Pradip Shah

Chairman-Audit Committee

DIN: 00066242

Pune: 26 April 2024

Notes to consolidated financial statements for the year ended 31 March 2024

1 Background

Bajaj Holdings & Investment Ltd. (the 'Company/Holding Company') is a public limited company domiciled in India and incorporated under the provisions of Companies Act, 1913. The Company operates as an Investment Company and consequently is registered as a Non-Banking Financial Institution – Investment and Credit Company ('NBFC-ICC') with the Reserve Bank of India (RBI) vide registration number N-13.01952. As per RBI's 'Scale Based Regulations' (SBR), the Company is classified as NBFC – Base Layer (NBFC-BL). The Company's registered office is at Bajaj Auto Ltd. Complex, Mumbai-Pune road, Pune, Maharashtra, India. Its shares are listed on two recognised stock exchanges in India.

The consolidated financial statements comprise financial statements of Bajaj Holdings & Investment Ltd. (the 'Company'), its subsidiaries, associates and joint venture (collectively, the 'Group') for the year ended 31 March 2024.

The consolidated financial statements include financial statements of the subsidiaries, associates and joint venture of Bajaj Holdings & Investment Ltd. ('the Company'), consolidated in accordance with Ind AS 110 'Consolidated Financial Statements' and Ind AS 28 'Investments in Associates and Joint Ventures'.

Name of the company	Country of incorporation	% Shareholding of Bajaj Holdings & Investment Ltd. and its subsidiaries as at 31 March 2024	% Shareholding of Bajaj Holdings & Investment Ltd. and its subsidiaries as at 31 March 2023	Consolidated as
Bajaj Auto Ltd.* (BAL)	India	36.68%	36.64%	Associate [^]
Bajaj Finserv Ltd.** (BFS)	India	41.56%	41.63%	Associate
Bajaj Auto Holdings Ltd.	India	100.00%	100.00%	Subsidiary
Maharashtra Scooters Ltd. (subsidiary w.e.f. 17 June 2019)	India	51.00%	51.00%	Subsidiary

[^]Equity pickup of BHL share in BAL's profit is net of elimination of cross-holding of BAL in Bajaj Holdings & Investment Ltd. of 3.14%

* The consolidated financial results of Bajaj Auto Ltd. include results of following companies :

Name of the company	Country of incorporation	% Shareholding of Bajaj Auto Ltd. as at 31 March 2024	% Shareholding of Bajaj Auto Ltd. as at 31 March 2023	Consolidated as
PT. Bajaj Auto Indonesia	Indonesia	99.25%	99.25%	Subsidiary
Bajaj Auto International Holdings BV	Netherlands	100.00%	100.00%	Subsidiary
Bajaj Auto Thailand Ltd.	Thailand	100.00%	100.00%	Subsidiary
Chetak Technology Ltd.	India	100.00%	100.00%	Subsidiary
Bajaj Auto Credit Ltd. (formerly Bajaj Auto Consumer Finance Ltd.)	India	100.00%	100.00%	Subsidiary
Bajaj Auto Spain S.L.U	Spain	100.00%	100.00%	Subsidiary
Bajaj Do Brasil Comercio De Motocicletas LTDA	Brazil	100.00%	100.00%	Subsidiary

The consolidated financial statements of Bajaj Auto International Holdings BV include 49.90% interest in Pierer Bajaj AG as an associate.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

1 Background (Contd.)

** The consolidated financial results of Bajaj Finserv Ltd. include results of following companies :

Name of the company	Country of incorporation	% Shareholding of Bajaj Finserv Ltd. as at 31 March 2024	% Shareholding of Bajaj Finserv Ltd. as at 31 March 2023	Consolidated as
Bajaj Allianz General Insurance Company Ltd.	India	74.00%	74.00%	Subsidiary
Bajaj Allianz Life Insurance Company Ltd.	India	74.00%	74.00%	Subsidiary
Bajaj Finance Ltd. [@]	India	51.34%	52.49%	Subsidiary
Bajaj Finserv Direct Ltd. [#]	India	80.13%	80.13%	Subsidiary
Bajaj Finserv Health Ltd.	India	100.00%	100.00%	Subsidiary
Bajaj Finserv Ventures Ltd.	India	100.00%	100.00%	Subsidiary
Bajaj Finserv Mutual Fund Trustee Ltd.	India	100.00%	100.00%	Subsidiary
Bajaj Finserv Asset Management Ltd.	India	100.00%	100.00%	Subsidiary
Bajaj Allianz Financial Distributors Ltd. [^]	India	50.00%	50.00%	Joint Venture

[@] The consolidated financial results of Bajaj Finance Ltd. include 100% interest in both, Bajaj Housing Finance Ltd. and Bajaj Financial Securities Ltd. as a subsidiary. It also includes Snapwork Technologies Pvt. Ltd. and Pennant Technologies Pvt. Ltd. as an associate.

[^] The consolidated financial results of Bajaj Allianz Financial Distributors Ltd. include 100% interest in Bajaj Allianz Staffing Solutions Ltd.

[#] The remaining 19.87% shareholding is held by Bajaj Finance Ltd.

2 Material accounting policies
2A Basis of preparation

These consolidated 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, other relevant provisions of the Act, the RBI guidelines/regulations to the extent applicable and on an accrual basis (other than Statement of Cash Flows).

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities that are measured at fair value.

The consolidated financial statements are presented in Indian Rupee (INR), which is also the Group's functional currency and all values are rounded off to the nearest crore (INR 0,000,000) with two decimals as permitted by Schedule III to the Act, except when otherwise indicated.

The consolidated financial statements are prepared on a going concern basis as the Management is satisfied that the Group shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

2B Presentation of financial statements

The Group prepares and presents its Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the format prescribed by Division III of Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows'.

The Group generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only where it has legally enforceable right to offset the recognised amounts and the Group intends to either settle on a net basis or to realise the asset and settle the liability simultaneously as permitted by Ind AS. Similarly, the Group offsets incomes and expenses and reports the same on a net basis where the netting off reflects the substance of the transaction or other events as permitted by Ind AS.

Notes to consolidated financial statements for the year ended 31 March 2024

2C Basis of consolidation

i. Business combination

The Group accounts for its business combinations under acquisition method of accounting as per the guidance of Ind AS 110 'Business Combination'. Acquisition related costs are recognised in profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values except certain assets and liabilities which will be carried at cost at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in (Other comprehensive income) (OCI) and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in the equity of subsidiaries.

If a business combination is achieved in stages, any previously held equity interest in the acquiree is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit and loss or OCI, as appropriate.

ii. Subsidiaries

Subsidiaries are entities controlled by the holding company. The holding company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. The consolidated financial statements of the holding company and its subsidiaries have been combined on a line-by-line basis by grouping together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

2C Basis of consolidation (Contd.)**iii. Investment in associates and joint venture (Equity accounted)**

The Group's interests in equity accounted investees comprise interests in associates and joint ventures.

Interests in joint ventures and associates are accounted for using the equity method, after initially being recognised at the cost in the Consolidated Balance Sheet. Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from equity accounted investees are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Profit or loss and each component of OCI are attributed to the equity holders of the holding company of the Group and to the non-controlling interests.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit/(loss) of an associate and a joint venture' in the Statement of Profit and Loss.

iv. Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date acquisition. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. Subsequently, NCI are adjusted for the NCI's share of the profit or loss and other comprehensive income of the subsidiary. When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of consideration received and the fair value of any retained interest; and (ii) the carrying amount of the assets (including goodwill) and liabilities of the subsidiary, and any non-controlling interests.

v. Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit and loss.

vi. Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Notes to consolidated financial statements for the year ended 31 March 2024

2D Material accounting policies

1. Use of estimates

Estimates and assumptions used in the preparation of the financial statements and disclosures 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. Accounting estimates and judgments are used in various line items in the financial statements:

- Business model assessment
- Fair value of financial instruments
- Impairment of financial and non financial assets
- Provisions for tax expenses
- Post employment benefits

2. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the Group and the revenue can be reliably measured and there exists reasonable certainty of its recovery.

A. Interest income

Interest income from debt instruments is recognised using the effective interest rate (EIR) method on all financial assets subsequently measured under amortised cost or fair value through other comprehensive income (FVOCI). The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

The EIR (and therefore, the amortised cost of the asset) is calculated by considering any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Group recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the instrument.

Interest on financial assets subsequently measured at fair value through profit or loss (FVTPL) is recognised at the contractual rate of interest.

B. Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive income is established.

C. Sale of goods

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. Amounts disclosed as revenue are net of goods and services taxes (GST), returns, discounts, rebates and incentives and other variable consideration. Sales are accounted for on dispatch from the point of sale corresponding to transfer of control to the buyer. The nature of contracts of the Group are such that no material part performance obligations would remain unfulfilled at the end of any accounting period.

D. Rent and other income

Rental income is accounted on a straight-line basis over the lease terms on operating leases. Other income is recognised at transaction price net of variable consideration as per agreed terms of contracts.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

2D Material accounting policies (Contd.)**3. Investment properties**

Land and buildings which are held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment properties. Investment properties are 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 Group and the cost of the item can be measured reliably. Repairs and maintenance costs are expensed when incurred. Depreciation on investment properties are 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 of the Companies Act, 2013.

Impairment of non financial assets

An assessment is done at each Balance Sheet date as to whether there are any indications that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/Cash Generating Unit (CGU) is made. Where the carrying value of the asset/CGU exceeds the recoverable amount, the carrying value is written down to the recoverable amount.

4. Investments and financial assets**A. Investment in subsidiaries and associates**

Interest in subsidiaries, associates and joint venture are recognised at cost and not adjusted to fair value at the end of each reporting period as permitted by Ind AS 27. Cost represents amount paid for acquisition of the said investments.

The Group assesses at the end of each reporting period, if there are any indications that the said investments may be impaired. If so, the Group 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. Recognition and initial measurement**

Financial assets are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. All financial assets are recognised initially at fair value. Further, in the case of financial assets not recorded at fair value through profit or loss, transaction costs, that are attributable to the acquisition of the financial asset, are added to the fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price.

ii. Subsequent measurement

Subsequent measurement of financial assets depends on the Group's business model for managing the financial asset and the cash flow characteristics of the financial asset.

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at amortised cost
- those to be measured subsequently at fair value through profit or loss (FVTPL), and
- those to be measured subsequently at fair value through other comprehensive income (FVTOCI),

The classification is done depending upon the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets classified as 'measured at fair value', gain/(loss) 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.

Notes to consolidated financial statements for the year ended 31 March 2024

2D Material accounting policies (Contd.)

iii. Business model assessment

The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed
- The expected frequency, value and timing of sales are also important aspects of the Group's assessment

If cash flows after initial recognition are realised in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

iv. The SPPI test (Solely Payments of Principal and Interest)

As a second step of its classification process, the Group assesses the contractual terms of financial instruments to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as profit margin.

v. Subsequently measured at amortised cost

Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost e.g. debentures, bonds, certificate of deposits, open ended target maturity funds etc. A gain/(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. Interest income from these financial assets is included in investment income using the effective interest rate method.

vi. Subsequently measured at FVTPL

Financial assets that do not meet the criteria for amortised cost and FVOCI, are measured at FVTPL e.g. investments in mutual funds. A gain/(loss) on a financial asset that is subsequently measured at FVTPL is recognised in profit or loss and presented net in the Statement of Profit and Loss with other gain/(loss) in the period in which it arises.

vii. Equity instruments subsequently measured at FVTOCI

The Group subsequently measures all equity investments at FVTPL, unless the Group's Management has elected to classify irrevocably some of its equity investments as equity instruments at FVTOCI, when such instruments meet the definition of equity under Ind AS 32 Financial Instruments: Presentation. Such classification is determined on an instrument-by-instrument basis.

Gain/(loss) on these equity instruments is never recycled to Statement of Profit and Loss. Dividends are recognised in Statement of Profit and Loss as dividend income when the right of the payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gain is recorded in OCI. Equity instruments at FVTOCI are not subject to an impairment assessment.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

2D Material accounting policies (Contd.)**viii. Debt instruments subsequently measured at FVTOCI**

Debt instruments such as Government securities, corporate debentures and alternate investment funds are measured at FVTOCI when both of the following conditions are met:

- The instrument is held within a business model, the objective of which is both collecting contractual cash flows and selling financial assets;
- The contractual terms of the financial asset meet the SPPI test.

Movements in the carrying amount are taken through OCI, except for the recognition of impairment gain/(loss) and interest income which are recognised in profit and loss.

ix. Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. 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.

Since the Group makes investments in highly rated debt securities, which are categorised as 'subsequently measured at amortised cost', the risk parameters such as tenor, the probability of default corresponding to the credit rating by rating agency (viz. CRISIL, ICRA), for each of these instruments is considered in estimating the probable credit loss over life time of such securities.

ECL impairment loss allowance (or reversal) is recognised during the period only if material and 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.

x. Reclassification of financial assets and liabilities

The Group does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Group acquires, disposes of, or terminates a business line.

xi. Derecognition of financial assets

A financial asset is derecognised only when:

- The rights to receive cash flows from the asset have expired or
- The Group has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either: (a) the Group has transferred substantially all the risks and rewards of the asset; or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the assets

Any gain or loss on derecognition will be recognised in the Statement of Profit and Loss.

5. Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. Financial liabilities at FVTPL are measured at fair value and net gain and loss, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Interest expense and foreign exchange gain and loss are recognised in the Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

A. Recognition and initial measurement

All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable transaction costs.

Notes to consolidated financial statements for the year ended 31 March 2024

2D Material accounting policies (Contd.)

B. Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Any gain or loss arising on derecognition of liabilities are recognised in the Statement of Profit and Loss.

C. Derecognition

The Group derecognises financial liability when the obligation under the liability is discharged, cancelled or expired.

6. Employee benefits

A. Short-term employee benefits and defined contribution plan and long-term incentive plan

Liabilities for salaries, including non-monetary benefits and accumulating leave balance in respect of employees' services up to the end of the reporting period, are recognised as liabilities (and expensed), and are measured at the amounts expected to be paid when the liabilities are settled.

The Group also recognises a liability and records an expense for bonuses (including performance-linked bonuses) where contractually obliged or where there is a past practice that has created a constructive obligation.

The Group has made contribution to superannuation fund, provident fund and pension scheme as per the scheme of the Group or to Government authority.

The Group's liability towards long-term incentive plan, being a defined benefit plan, is accounted for on the basis of an independent actuarial valuation.

B. Defined benefits plans (Gratuity obligation)

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. The calculation includes assumptions with regard to discount rate, salary escalation rate, attrition rate and mortality rate. Management determines these assumptions in consultation with the plan's actuaries and past trend.

Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in other comprehensive income.

Payment for present liability of future payment of gratuity is being made to approved gratuity fund viz, Life Insurance Corporation of India (LIC) and Bajaj Allianz Life Insurance Company Ltd. (BALIC). However, any deficits in plan assets managed by LIC and BALIC as compared to actuarial liability determined by an appointed actuary are recognised as a liability.

C. Compensated absences

Compensated absences entitlements are recognised as a liability, in the calendar year of rendering of service, as per the rules of the Group. As accumulated leave can be availed and/or encashed at any time during the tenure of employment, the liability is recognised on the basis of an independent actuarial valuation. The compensated absences is calculated annually by actuaries using the projected unit credit method.

7. Taxation

A. Current tax

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.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

2D Material accounting policies (Contd.)

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.

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 other comprehensive income or directly in equity.

B. Deferred tax

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities, and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The carrying amount of deferred tax assets is reviewed at each reporting date by the Group and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

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.

8. Provisions and contingent liabilities

The Group creates a provision when there is present obligation as a result of a past event 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.

9. Leases

The Group 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 Group 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.

B. Lease liabilities

At the commencement date of the lease, the Group 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.

Notes to consolidated financial statements for the year ended 31 March 2024

2D Material accounting policies (Contd.)

In calculating the present value of lease payments, the Group 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.

Lease liabilities are remeasured with a corresponding adjustment to the related right-of-use assets if the Group changes its assessment of whether it will exercise an extension or a termination option.

10. Dividends on equity shares

The Group recognises a liability to make cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group.

11. Fair value measurement

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is 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 into Level 1, Level 2 and Level 3 based on the lowest level input that is significant to the fair value measurement as a whole.

2E. Recent accounting pronouncements

No new standards or amendments have been issued which apply for the first time in March 2024.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

3 Cash and cash equivalents

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Balances with banks	39.73	25.78
	39.73	25.78

4 Bank balances other than cash and cash equivalents

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Unclaimed dividend accounts	14.18	13.64
Deposits with original maturity for less than or equal to twelve months	0.05	0.05
	14.23	13.69

5 Trade receivables

(Unsecured, considered good, unless stated otherwise)

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Trade receivables	1.77	6.54
	1.77	6.54

Trade receivables ageing schedule

(₹ In Crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months -1year	1-2 years	2-3 years	More than 3 years	
31 March 2024							
Undisputed Trade receivables – considered good	0.47	1.13	0.09	0.08	-	-	1.77
31 March 2023							
Undisputed Trade receivables – considered good	5.34	0.52	0.68	-	-	-	6.54

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

6A Investment in associates

Particulars	(₹ In Crore)
	At cost
As at 31 March 2024	
Equity instruments associates	34,260.00
Total	34,260.00
As at 31 March 2023	
Equity instruments associates	28,872.93
Total	28,872.93

6B Other investments

Particulars	(₹ In Crore)			Total
	At amortised cost	At fair value		
		through other comprehensive income	through profit and loss account	
As at 31 March 2024				
Government debt securities	-	2,694.45	-	2,694.45
Debt securities	224.98	-	-	224.98
Certificate of deposit	1,774.36	-	-	1,774.36
Open ended target maturity funds	1,018.16	-	-	1,018.16
Mutual funds	-	-	257.24	257.24
Equity instruments	-	24,162.30	-	24,162.30
Other funds	-	323.09	-	323.09
Total	3,017.50	27,179.84	257.24	30,454.58
As at 31 March 2023				
Government debt securities	-	2,512.07	-	2,512.07
Debt securities	174.99	-	-	174.99
Certificate of deposit	492.18	-	-	492.18
Open ended target maturity funds	961.33	-	-	961.33
Mutual funds	-	-	293.89	293.89
Equity instruments	-	18,851.35	-	18,851.35
Other funds	-	396.68	-	396.68
Total	1,628.50	21,760.10	293.89	23,682.49

All investments in 6A and 6B above are within India

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

7 Other financial assets

(Unsecured, considered good, unless stated otherwise)

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Interest receivable on investments, considered good	94.99	90.97
Security deposits	14.81	14.65
CSR Set off Receivable	2.15	1.10
Others	-	0.28
	111.95	107.00

8 Deferred tax liabilities (net)

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Deferred tax liabilities		
On account of timing difference in		
Property, plant and equipment	1.63	1.85
Other employee benefit plan provisions - OCI	(0.06)	0.07
Financial instruments		
Amortisation of premium/discount on acquisition of debt securities	23.56	15.58
Movement in fair value of financial assets designated at FVTPL	9.64	5.44
Movement in fair value of financial assets designated at FVTOCI	1,996.49	1,444.46
Other temporary differences	0.48	-
Gross deferred tax liabilities	2,031.74	1,467.40
Deferred tax assets		
On account of timing difference in		
Retiral and other employee benefits:		
Provision for compensated absences	0.42	0.42
Other employee benefit plan provisions - P&L	0.43	0.28
Financial instruments		
Amortisation of premium/discount on acquisition of debt securities	0.59	1.24
Impairment allowance for financial asset	-	-
Lease assets	1.66	2.22
Other temporary differences	0.02	0.02
Gross deferred tax assets	3.12	4.18
Deferred tax liabilities (net)	2,028.62	1,463.22

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

8 Deferred tax liabilities (net) (Contd.)

Movement in deferred tax liabilities

(₹ In Crore)

Particulars	Property, plant and equipment	Financial instruments	Retiral and other employee benefits	MAT credit entitlement and others	Total
At 31 March 2022	1.60	1,824.17	(0.54)	(0.03)	1,825.20
(Charged)/credited					
to profit and loss	(1.97)	6.52	(0.12)	0.01	4.44
to other comprehensive income	-	(366.45)	0.03	-	(366.42)
At 31 March 2023	(0.37)	1,464.24	(0.63)	(0.02)	1,463.22
(Charged)/credited					
to profit and loss	0.34	12.83	(0.15)	0.48	13.50
to other comprehensive income	-	552.03	(0.13)	-	551.90
At 31 March 2024	(0.03)	2,029.10	(0.91)	0.46	2,028.62

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

9 Investment properties

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Gross carrying amount		
Opening balance	218.48	218.48
Additions	-	-
Deletions	-	-
Closing balance	218.48	218.48
Accumulated depreciation		
Opening balance	44.55	41.23
Depreciation charge	3.32	3.32
Closing balance	47.87	44.55
Net carrying amount	170.61	173.93

i) Amounts recognised in profit or loss for investment properties

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
Rental income	20.45	18.37
Direct operating expenses from property that generated rental income	(3.36)	(2.98)
Profit from investment properties before depreciation	17.09	15.39
Depreciation	(3.32)	(3.32)
Profit from investment property	13.77	12.07

ii) Contractual obligations

There are no contractual obligations to purchase, construct or develop investment properties.

There are no restrictions on the existence and realisability of investment property or the remittance of income and proceeds of disposal.

iii) Leasing arrangements

Certain investment properties are leased out to tenants under operating leases.

iv) Fair value

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Investment properties	300.79	288.72

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 Group are cancellable leases, the market rate for sale/purchase of such premises are representative of fair values. Group'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 consolidated financial statements for the year ended 31 March 2024 (Contd.)

10A Property, plant and equipment

Current year

(₹ In Crore)

Particulars	Gross block			As at 31 March 2024	Accumulated depreciation			Net block	
	As at 1 April 2023	Additions	Deductions/ adjustments		As at 1 April 2023	Deductions/ adjustments	For the year	As at 31 March 2024	As at 31 March 2024
Land freehold	0.04	-	-	0.04	-	-	-	-	0.04
Land leasehold	1.09	-	0.02	1.07	-	-	-	-	1.07
Buildings	13.98	-	-	13.98	9.12	-	0.14	9.26	4.72
Computers	0.41	0.11	-	0.52	0.31	-	0.06	0.37	0.15
Electric installations	0.06	0.05	-	0.11	0.03	-	0.01	0.04	0.07
Furniture and fixtures	1.19	-	0.01	1.18	0.53	0.01	0.09	0.61	0.57
Office equipments	0.04	-	-	0.04	0.04	-	-	0.04	-
Vehicles	1.54	0.14	-	1.68	0.25	-	0.18	0.43	1.25
Plant & machinery	29.73	0.01	-	29.74	18.19	-	2.05	20.24	9.50
Total	48.08	0.31	0.03	48.36	28.47	0.01	2.53	30.99	17.37

Previous year

(₹ In Crore)

Particulars	Gross block			As at 31 March 2023	Accumulated depreciation			Net block	
	As at 1 April 2022	Additions	Deductions/ adjustments		As at 1 April 2022	Deductions/ adjustments	For the year	As at 31 March 2023	As at 31 March 2023
Land freehold	0.04	-	-	0.04	-	-	-	-	0.04
Land leasehold	1.11	-	0.02	1.09	-	-	-	-	1.09
Buildings	13.98	-	-	13.98	8.98	-	0.14	9.12	4.86
Computers	0.39	0.07	0.05	0.41	0.25	0.05	0.11	0.31	0.10
Electric installations	0.06	-	-	0.06	0.02	-	0.01	0.03	0.03
Furniture and fixtures	1.19	-	-	1.19	0.43	-	0.10	0.53	0.66
Office equipments	0.04	-	-	0.04	0.04	-	-	0.04	-
Vehicles	1.36	0.35	0.17	1.54	0.10	0.03	0.18	0.25	1.29
Plant & machinery	28.16	1.57	-	29.73	16.21	0.01	1.99	18.19	11.54
Total	46.33	1.99	0.24	48.08	26.03	0.09	2.53	28.47	19.61

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

10B Right-of-use asset

Current year

(₹ In Crore)

Particulars	Gross block			Accumulated depreciation			Net block		
	As at 1 April 2023	Additions	Deductions/ adjustments	As at 31 March 2023	As at 1 April 2023	Deductions/ adjustments	For the year	As at 31 March 2024	As at 31 March 2024
	Aircraft - operating lease	195.93	-	-	195.93	111.96	-	27.99	139.95

Previous year

(₹ In Crore)

Particulars	Gross block			Accumulated depreciation			Net block		
	As at 1 April 2022	Additions	Deductions/ adjustments	As at 31 March 2022	As at 1 April 2022	Deductions/ adjustments	For the year	As at 31 March 2023	As at 31 March 2023
	Aircraft - operating lease	195.93	-	-	195.93	83.97	-	27.99	111.96

11 Inventories

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Raw materials and components	1.13	1.29
Work-in-progress	2.50	2.46
Stores	0.02	0.04
Loose tools	0.01	0.01
	3.66	3.80

12 Other non-financial assets

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Advances recoverable in cash or kind	0.16	0.15
Pre-paid expenses	1.34	1.13
Others	1.24	1.33
	2.74	2.61

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

13 Trade payables

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2.78	1.78

Trade payables ageing schedule

Particulars	(₹ In Crore)					
	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2024						
MSME	-	-	-	-	-	-
Others	2.67	0.11	-	-	-	2.78
31 March 2023						
MSME	-	-	-	-	-	-
Others	1.75	0.03	-	-	-	1.78

14 Other financial liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Unclaimed dividend	14.18	13.63
Directors' remuneration and commission payable	19.64	19.08
Employee benefits payable	3.26	2.90
Security deposits	9.87	8.71
Derivative liabilities	0.01	-
Others	0.20	0.28
	47.16	44.60

15 Provisions

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Provision for employee benefits [See note 40]		
Provision for gratuity	0.25	0.35
Provision for compensated absences	1.67	1.61
Provision for long-term incentive plan	3.56	2.57
	5.48	4.53

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

16 Other non-financial liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Taxes and duties payable	3.68	4.88
Other payables	1.01	0.61
	4.69	5.49

17 Equity share capital

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Authorised		
150,000,000 equity shares of ₹10 each	150.00	150.00
Issued, subscribed and fully paid-up shares		
111,293,510 equity shares of ₹10 each	111.29	111.29
	111.29	111.29

a. Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at 31 March 2024		As at 31 March 2023	
	Nos.	(₹ In Crore)	Nos.	(₹ In Crore)
Equity shares				
At the beginning of the year	111,293,510	111.29	111,293,510	111.29
Equity shares issued during the year	-	-	-	-
Outstanding at the end of the year	111,293,510	111.29	111,293,510	111.29

b. Terms/rights attached to equity shares

The Holding 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 Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding 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 Holding Company

Particulars	(₹ In Crore)			
	As at 31 March 2024			
	Nos.	% Holding		
Equity shares of ₹ 10 each fully paid				
Jamnalal Sons Pvt. Ltd.	20,049,515	18.01%	20,049,515	18.01%
Jaya Hind Industries Ltd.	5,905,401	5.31%	5,905,401	5.31%

d. Details of promoter shareholding

See note 15 d of standalone financial statements

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

18 Other equity
a Reserves and surplus

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		
Balance as at the beginning of the year	2,815.48	2,473.16
Add: Transferred from surplus in Statement of Profit and Loss	580.00	342.32
Balance as at the end of the year	3,395.48	2,815.48
Securities premium	444.42	444.42
General reserve		
Balance as at the beginning of the year	12,237.44	12,703.46
Add: Share of accumulated reserves of associates	611.77	(466.02)
Balance as at the end of the year	12,849.21	12,237.44
Capital reserve	4,232.40	4,232.40
Retained earnings		
Balance as at the beginning of the year	17,871.27	14,757.78
Profit for the year	7,267.21	4,850.52
Items of other comprehensive income recognised directly in retained earnings		
Actuarial gain/(loss) of defined benefit plans	(6.33)	(7.58)
Reclassification of gain on sale of FVTOCI equity instruments	312.52	220.24
Less: Appropriations		
Transfer to Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	580.00	342.32
Final dividend, declared and paid during the year	179.66	324.86
Interim dividend, declared and paid during the year	1,288.48	1,282.51
Total appropriations	2,048.14	1,949.69
Balance as at the end of the year	23,396.53	17,871.27
Other reserves		
Equity instruments through other comprehensive income		
Balance as at the beginning of the year	6,610.10	8,117.69
Add: Net gain on equity instruments designated at FVTOCI for the year (net of tax impacts)	3,022.92	(1,287.35)
Less: Reclassification of gain on sale of FVTOCI equity instruments	312.52	220.24
	9,320.50	6,610.10
Debt instruments through other comprehensive income		
Balance as at the beginning of the year	(36.35)	15.90
Add: Net gain on debt instruments designated at FVTOCI for the year (net of tax impacts)	5.48	(60.90)
Less: Reclassification of gain on sale of FVTOCI debt instruments	(9.81)	(8.65)
	(21.06)	(36.35)
Hedge instruments through other comprehensive income		
Balance as at the beginning of the year	0.00	(0.02)
Add: Net gain on hedge instruments designated at FVTOCI for the year (net of tax impacts)	(0.01)	0.02
	(0.01)	0.00

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

18 Other equity (Contd.)

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Share of associates		
Valuation gain/(loss) on derivative hedging instruments	158.39	(24.07)
Valuation gain/(loss) on equity instruments at FVTOCI	248.54	23.00
Valuation gain/(loss) on debt instruments at FVTOCI	(84.75)	(318.71)
Change in foreign currency translation reserve of associates	233.91	225.26
Others	(37.34)	(8.75)
Sub-total	518.75	(103.27)
	54,136.22	44,071.49

b Nature and purpose of reserve**Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934**

Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes in accordance section 52 and other provisions of the Companies Act, 2013.

General reserve

General reserve is free reserve available for distribution as recommended by Board in accordance with requirements of the Companies Act, 2013.

Retained earnings

Retained earnings represents the surplus in Profit and Loss Account that the Company has earned till date, less any transfers to general reserve, special reserve, dividends or other distributions paid to shareholders, reclassification of gain/(loss) on sale of FVTOCI equity instruments and balance of remeasurement of net defined benefit plans. Retained earnings is a free reserve.

Equity instruments through other comprehensive income

The Group 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 equity investments reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Debt instruments through other comprehensive income

The Group recognises changes in the fair value of debt instruments held with business objective of collect and sell in other comprehensive income. These changes are accumulated within the FVTOCI debt investments reserve within equity. The Group transfers amounts from this reserve to the Statement of Profit and Loss when the debt instrument is sold. Any impairment loss on such instruments is reclassified immediately to the Statement of Profit and Loss.

Hedge instruments through other comprehensive income

It represents the effective portion of the fair value of forward contracts, designated as cashflow hedge.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

19 Interest income

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Interest income on		
Investments (at amortised cost)	123.30	91.13
Investments (at FVTOCI)	180.60	178.07
	303.90	269.20

20 Profit on buyback of equity shares

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Profit on buyback of equity shares	1,110.98	-
	1,110.98	-

The holding Company and one of its subsidiary had tendered equity shares in buyback by one of its associate Bajaj Auto Ltd. 1,264,743 shares were accepted in buyback. Net of relevant book costs & transaction costs, the proceeds received on buyback of shares and profit thereon are ₹ 1,261.75 crore and ₹ 1,110.98 crore respectively.

21 Net gain on fair value changes

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Net gain/(loss) on financial instruments at FVTPL		
On financial instruments at FVTPL	29.83	20.39
Others		
Distribution received from other funds	18.57	21.46
Gain/(loss) on sale of debt instruments at FVTOCI	(9.81)	(8.65)
	38.59	33.20
Fair value changes		
Realised	23.04	25.07
Unrealised	15.55	8.13
	38.59	33.20

22 Other investment income

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Provision for diminution in value of investments written back	-	2.91
	-	2.91

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

23 Revenue from contracts with customers - sale of goods

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Sale of products	10.73	17.15
Scrap sale	0.23	0.29
	10.96	17.44

24 Other income

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Business support service	53.29	57.57
Provision no longer required	0.08	0.62
Interest on income-tax refund and others	11.40	5.07
	64.77	63.26

25 Employee benefits expenses

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Salaries, wages and bonus to employees	47.54	45.89
Contribution to provident and other funds	3.96	3.67
Staff welfare expenses	0.16	0.22
	51.66	49.78

26 Changes in inventories of work-in-progress

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Inventories at the end of the year		
Work-in-progress	2.50	2.46
Inventories at the beginning of the year		
Work-in-progress	2.46	4.98
	(0.04)	2.52

27 Depreciation, amortisation and impairment

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Depreciation on property, plant and equipment	2.53	2.53
Depreciation of right-of-use assets	27.99	27.99
Depreciation on investment properties	3.32	3.32
Amount written off against leasehold land	0.02	0.02
	33.86	33.86

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

28 Other expenses

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Repairs to buildings	4.06	2.35
Repairs to machinery and others	7.17	4.49
Rent	0.05	0.02
Rates and taxes	2.98	2.25
Insurance	1.78	1.59
Payment to auditor	0.42	0.37
Directors' fees and travelling expenses	2.54	2.09
Unrealised foreign exchange loss on revaluation	1.19	4.20
Commission to non-executive directors	3.09	1.80
Business support service expenses	1.07	1.65
Expenditure towards Corporate Social Responsibility (CSR) activities	9.90	8.98
Legal and professional charges	1.44	1.13
Aircraft operation expenses	37.89	39.88
Miscellaneous expenses	9.52	11.89
	83.10	82.69

29 Tax expense

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
(a) Tax expense		
Current tax		
Current tax on profits for the year	131.17	83.76
Deferred tax		
Decrease/(increase) in deferred tax assets	1.25	(1.04)
(Decrease)/increase in deferred tax liabilities	12.44	5.59
Total deferred tax expenses/(benefit)	13.69	4.55
Tax credits pertaining to earlier years	(17.26)	(23.01)
Tax expense	127.60	65.30
(b) Reconciliation of tax expense and the accounting profit multiplied by Statutory tax rate		
Profit before tax	7,492.51	5,011.51
Less: Share of profits of associates and joint venture, already after tax	5,955.30	4,667.01
Add: Dividend received eliminated in consolidation, but subject to tax	1,645.31	1,628.81
Profit before tax and share of profits of associates	3,182.52	1,973.31
Tax at the statutory tax rate of 25.17%	800.98	496.64
Tax effect of amounts which are not deductible (taxable) in calculating taxable income	1.84	2.93
Deduction under section 80M - Dividend paid	(376.17)	(406.90)
Exempt income under section 10(34) - Profit on buyback of equity shares	(279.57)	-
Tax effect of amounts which are deductible (non taxable) in calculating taxable income	(2.22)	(4.36)
Tax credits pertaining to earlier years	(17.26)	(23.01)
Tax expense	127.60	65.30

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

30 Earnings Per Share (EPS)

Particulars	For the year ended 31 March	
	2024	2023
Profit for the year (₹ In Crore)	7,267.21	4,850.52
Weighted average number of shares outstanding during the year (Nos)	111,293,510	111,293,510
Earnings per share (Basic and Diluted) ₹	653.0	435.8
Face value per share ₹	10.0	10.0

31 Other notes to account

Other notes to account in the consolidated financial statements are similar to those of standalone financial statements of Bajaj Holdings & Investment 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
Dues to micro, small and medium enterprises	Note 10
Details of promoter shareholding	Note 15 [d]
Contingent liabilities	Note 27
Capital and other commitments	Note 28
Lease disclosures	Note 31
Financial risk management	Note 34
Other notes	Note 38

The amounts of contingent liabilities and capital commitments of the associates and group's share in those amounts are separately disclosed in note 32.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

32 Investment in associates

The Group has a 36.68% (31 March 2023 : 36.64%) interest in Bajaj Auto Ltd. and a 41.56% (31 March 2023 : 41.63%) interest in Bajaj Finserv Ltd.

The following table illustrates the summarised financial information of the Group's investment in these companies

A. Bajaj Auto Ltd. (BAL)

1. Summarised Balance Sheet

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Non-current assets	27,545.32	25,486.05
Current assets	11,798.37	9,650.40
Non-current liabilities	(1,290.04)	(504.16)
Current liabilities	(9,091.23)	(5,270.74)
Non-controlling interest	(0.01)	(0.01)
Equity	28,962.41	29,361.54
Proportion of the Group's ownership (net of elimination of cross-holding of BAL in Bajaj Holdings & Investment Ltd. of 3.14%)	33.54%	33.50%
Group's share of equity	9,715.02	9,578.70
Inter company eliminations	(530.59)	(27.35)
Carrying amount of the investment	9,184.43	9,551.35
Contingent liabilities	1,622.93	1,615.25
Capital commitments	195.15	194.83
Group's share of contingent liabilities	544.39	541.11
Group's share of capital commitments	65.46	65.27

Summarised Statement of Profit and Loss

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2024	2023
Revenue from operations	44,870.43	36,455.38
Other income	1,436.02	1,187.52
Total income	46,306.45	37,642.90
Cost of raw materials and components consumed	29,267.47	24,073.13
Purchase of traded goods	2,702.10	2,148.45
Changes in inventories of finished goods, work-in-progress and traded goods	(76.34)	(100.33)
Employee benefits expense	1,627.00	1,484.47
Finance costs	60.36	39.51
Depreciation and amortisation expense	364.77	285.85
Other expenses	2,636.17	2,426.95
Expenses, included in above items, capitalised	(47.53)	(27.82)
Total expenses	36,534.00	30,330.21
Share of profits of associate	267.59	529.29
Exceptional items	-	-
Profit before tax	10,040.04	7,841.98
Tax expense	2,331.80	1,781.77
Profit attributable to non-controlling interest	-	-
Profit for the year	7,708.24	6,060.21
Other comprehensive income (net of tax)	704.05	552.91
Total comprehensive income for the year	8,412.29	6,613.12
Group's share of profit	2,585.62	1,977.04
Inter company eliminations	(18.30)	20.36
Group's share of profit for the year	2,567.32	1,997.40

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

32 Investment in associates (Contd.)

2. BAL uses SAP-S4 HANA as the accounting software. SAP ensures an audit trail, providing standard functionality and logging in all changed data in the system. This functionality and audit trail feature in SAP has been operational throughout the year for all relevant transactions recorded through the application at BAL.

At BAL, accounting documents are used to record all business transactions – posted documents are stored in SAP for every transaction and a financial document once posted cannot be deleted or changed for data points impacting financials. The SAP environment at BAL is appropriately governed and only authorised users can make postings in SAP, while interacting with the system through the application layer. Normal/regular users are not granted nor have direct SAP-DB (database) or super user level access which would allow them to make any changes to financial documents directly which have already been posted through the application.

To operate the SAP-application and the SAP-DB, the system necessarily requires a set of super-users to have DB-level accesses. These super-users are obligated to perform system related tasks. They are not allowed to carry out any direct changes/edits to financial transactions in the SAP-DB, which if carried out is illegal. In the event of an unauthorised change by a super user specifically, these can be detected through an investigative approach and/or using services provided by SAP as part of their financial data quality check service, which validates the consistency of financials based on the request of the client. Therefore, while the SAP-DB at the moment does not have the concurrent real time audit trail feature in view of its infeasibility, the tracking of changes can be done through a focused enquiry process.

B. Bajaj Finserv Ltd.**Summarised Balance Sheet**

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Financial assets	529,347.11	398,596.91
Non-financial assets	8,582.52	6,912.28
Financial liabilities	(428,568.81)	(323,775.69)
Non-financial liabilities	(5,584.97)	(4,135.42)
Non-controlling interest	(43,447.21)	(31,190.74)
Equity	60,328.64	46,407.34
Proportion of the Group's ownership	41.56%	41.63%
Group's share of equity	25,075.59	19,321.58
Inter company eliminations	(0.02)	-
Carrying amount of the investment	25,075.57	19,321.58
Contingent liabilities	3,344.20	3,269.27
Capital commitments	6,821.69	7,792.40
Group's share of contingent liabilities	1,390.02	1,361.15
Group's share of capital commitments	2,835.43	3,244.35

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

Summarised Statement of Profit and Loss

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
Revenue from operations	110,381.91	82,071.24
Other income	1.09	0.77
Total income	110,383.00	82,072.01
Employee benefits expenses	10,360.95	8,767.15
Finance costs	18,399.51	12,201.42
Fees and commission expense	6,970.60	4,238.17
Impairment on financial instruments	4,633.58	3,230.98
Claims incurred pertaining to insurance business	21,830.26	16,592.00
Reinsurance ceded	9,563.14	7,027.26
Net change in insurance/investment contract liabilities	10,255.49	6,628.01
Depreciation, amortisation and impairment	900.13	677.80
Other expenses	6,102.40	5,899.28
Total expenses	89,016.06	65,262.07
Share of profits of joint venture	8.09	1.19
Profit before tax	21,375.03	16,811.13
Tax expense	5,779.67	4,601.59
Profit attributable to non-controlling interest	7,447.57	5,792.26
Profit for the year	8,147.79	6,417.28
Other comprehensive income (net of tax)	2,052.59	(624.06)
Total comprehensive income for the year	17,647.95	11,585.48
Group's share of profit for the year	3,387.98	2,669.61

33 Partly owned subsidiary

Financial information of subsidiary that has non-controlling interests is provided below

(₹ In Crore)

Particulars	Country of incorporation and operation	As at 31 March	
		2024	2023
Maharashtra Scooters Ltd.	India	51%	51%

Information regarding non-controlling interest

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Accumulated balances of material non-controlling interest		
Maharashtra Scooters Ltd.	8,723.52	7,380.12
Profit/(loss) allocated to material non-controlling interest		
Maharashtra Scooters Ltd.	97.70	95.69

The summarised financial information of these subsidiaries are provided below. This information is based on amounts before inter-company eliminations.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

33 Partly owned subsidiary (Contd.)

Summarised Statement of Profit and Loss

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
Revenue from operations	222.73	216.35
Other income	0.81	1.40
Total income	223.54	217.75
Cost of raw material and components consumed	5.51	7.06
Changes in inventories of work-in-progress	(0.04)	2.52
Employee benefits expenses	7.92	7.78
Depreciation, amortisation and impairment	2.07	2.02
Other expenses	5.92	5.29
Total expenses	21.38	24.67
Profit before tax	202.16	193.08
Tax expense / (credit)	2.85	(2.21)
Profit for the year	199.31	195.29
Total comprehensive income	8,168.21	(3,604.42)
Attributable to non-controlling interests	1,438.46	(1,257.26)
Dividends paid to non-controlling interests	95.06	100.87

Summarised Balance Sheet

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Financial assets	29,373.83	20,381.56
Non-financial assets	20.08	16.73
Financial liabilities	(6.09)	(6.06)
Non-financial liabilities	(2,371.09)	(1,349.42)
Equity	27,016.73	19,042.81
Attributable to		
Equity holders of the parent	9,235.36	7,670.00
Non-controlling interest	8,723.52	7,380.12
Contingent liabilities	5.06	5.06
Capital commitments	-	-

Summarised cash flow information

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
Operating	206.02	208.77
Investing	(11.59)	(3.48)
Financing	(194.09)	(205.15)
Net increase/(decrease) in cash and cash equivalents	0.34	0.14

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

34 Segment information

The Company is essentially a holding and investment company focusing on earning income through dividends, interest and gains on investments held. Hence, the Company's business activity falls within a single business segment i.e. investments.

35 Fair value measurement

i) Financial instruments by category

(₹ In Crore)

Particulars	As at 31 March 2024			As at 31 March 2023		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments						
Government securities, bonds and debentures	-	2,694.45	224.98	-	2,512.07	174.99
Mutual funds	257.24	-	-	293.89	-	-
Certificate of deposit	-	-	1,774.36	-	-	492.18
Open ended target maturity funds	-	-	1,018.16	-	-	961.33
Equity shares	-	24,162.30	-	-	18,851.35	-
Other funds	-	323.09	-	-	396.68	-
Other financial assets	-	-	111.95	-	-	107.00
Cash and cash equivalents	-	-	39.73	-	-	25.78
Bank balances other than cash and cash equivalents	-	-	14.23	-	-	13.69
Trade receivables	-	-	1.77	-	-	6.54
Total financial assets	257.24	27,179.84	3,185.18	293.89	21,760.10	1,781.51
Financial liabilities						
Trade payables	-	-	2.78	-	-	1.78
Lease liability	-	-	62.57	-	-	92.79
Other financial liabilities	-	-	47.16	-	-	44.60
Total financial liabilities	-	-	112.51	-	-	139.17

ii) Fair value hierarchy

This section explains the estimates made in determining the fair values of the financial instruments that are

- recognised and measured at fair value and
- measured at amortised cost and for which fair values are disclosed in the consolidated financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the Ind AS.

An explanation of each level follows underneath the table.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

35 Fair value measurement (Contd.)
Financial assets measured at fair value - recurring fair value measurements as at 31 March 2024

(₹ In Crore)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial investments at FVTPL					
Mutual funds	6B	257.24	-	-	257.24
Financial investments at FVTOCI					
Debt securities	6B	2,694.45	-	-	2,694.45
Equity instruments	6B	24,037.29	125.01	-	24,162.30
Other funds	6B	103.43	219.66	-	323.09
Total financial assets		27,092.41	344.67	-	27,437.08

Financial assets which are measured at amortised cost for which fair values are disclosed as at 31 March 2024

(₹ In Crore)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Government securities, bonds and debentures	6B	224.75			224.75
Certificate of deposit	6B	1,774.36			1,774.36
Open ended target maturity fund	6B	1,002.48		-	1,002.48
Total financial assets		3,001.59	-	-	3,001.59

Assets disclosed at fair value - as at 31 March 2024

(₹ In Crore)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Investment properties	9	-	300.79	-	300.79

Financial assets measured at fair value - recurring fair value measurements as at 31 March 2023

(₹ In Crore)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial investments at FVTPL					
Mutual funds	6B	293.89	-	-	293.89
Financial investments at FVTOCI					
Debt securities	6B	2,512.07			2,512.07
Equity instruments	6B	18,686.87	164.48	-	18,851.35
Other funds	6B	167.70	228.98	-	396.68
Total financial assets		21,660.53	393.46	-	22,053.99

Financial assets which are measured at amortised cost for which fair values are disclosed as at 31 March 2023

(₹ In Crore)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Government securities, bonds and debentures	6B	171.88	-	-	171.88
Certificate of deposit	6B	492.18	-	-	492.18
Open ended target maturity funds	6B	930.46			930.46
Total financial assets		1,594.52	-	-	1,594.52

Assets disclosed at fair value - as at 31 March 2023

(₹ In Crore)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Investment properties	9	-	288.72	-	288.72

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

35 Fair value measurement (Contd.)

Valuation principles

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as explained below

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 and certain bonds and debentures at NAV's/rates declared and/or quoted.
- Close ended mutual funds at NAV's declared by AMFI.
- For government debt securities, values with references to prevailing yields to maturity matching tenure, quoted on sites of credible organisation such as FBIL (Financial Benchmark of India Ltd.).
- For other bonds and debentures, values with references to prevailing yields to maturity matching tenures, quoted on sites of credible organisation such as ICRA (Investment Information and Credit Rating Agency).
- Commercial papers and certificate of deposits, being short-term maturity papers, amortised cost is assumed to be the fair value.

iii) Fair value of financial assets and liabilities measured at amortised cost

(₹ In Crore)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Investments				
Government securities, bonds and debentures	224.98	224.75	174.99	171.88
Certificate of deposit	1,774.36	1,774.36	492.18	492.18
Open ended target maturity fund	1,018.16	1,002.48	961.33	930.46
Total financial assets	3,017.50	3,001.59	1,628.50	1,594.52

The carrying amounts of commercial papers, certificate of deposits, trade payables, other financial assets/liabilities and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

36 Capital management**a) Objectives, policies and processes of capital management**

The Holding Company is cash surplus and has only equity capital. The Holding Company operates as an Investment Company and consequently is registered as a Non-Banking Financial Institution - Investment and Credit Company (NBFC-ICC) with Reserve Bank of India (RBI). As per RBI's 'Scale Based Regulations' (SBR), the Company is classified as NBFC - Base Layer (NBFC-BL).

The cash surpluses are currently invested in equity, debt, money market and other instruments (including through funds) depending on economic conditions in line with Investment Policy set 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 Holding Company and its subsidiaries does not have any borrowings.

(₹ In Crore)

Particulars	As at 31 March	
	2024	2023
Equity	62,971.03	51,562.90
Add: Deferred tax liabilities (net)	2,028.62	1,463.22
Less: Tangible and other assets	181.39	184.72
Working capital	103.68	285.98
Investments in associates	34,260.00	28,872.93
Investment in equity, debt and similar instruments	30,454.58	23,682.49

No changes were made in the objectives, policies and processes of capital management during the year.

b) Dividends distributed and proposed

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
Dividends recognised in the financial statements		
Final dividend for the year ended 31 March 2023 of ₹ 13 (31 March 2022 is ₹ 25) per equity share, declared and paid	144.68	278.23
Interim dividend for the year ended 31 March 2024 of ₹ 110 (31 March 2023 - ₹ 110) per equity share, declared and paid	1,224.23	1,224.23
Dividends not recognised at the end of the reporting period		
Directors have recommended the payment of a final dividend of ₹ 21 per equity share for the year ended 31 March 2024 (31 March 2023 - ₹ 13). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	233.72	144.68

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

37 Maturity analysis of assets and liabilities

(₹ In Crore)

Particulars	As at 31 March 2024			As at 31 March 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets						
Financial assets						
Cash and cash equivalents	39.73	-	39.73	25.78	-	25.78
Bank balances other than cash and cash equivalents	5.94	8.29	14.23	5.61	8.08	13.69
Investment in associates	-	34,260.00	34,260.00	-	28,872.93	28,872.93
Other investments	2,346.77	28,107.81	30,454.58	875.40	22,807.09	23,682.49
Trade receivables	1.77	-	1.77	6.54	-	6.54
Other financial assets	97.19	14.76	111.95	92.41	14.59	107.00
Non-financial assets						
Current tax assets (net)	-	28.46	28.46	-	195.75	195.75
Investment properties	-	170.61	170.61	-	173.93	173.93
Right-of-use asset	-	55.98	55.98	-	83.97	83.97
Property, plant and equipment	-	17.37	17.37	-	19.61	19.61
Inventories	3.66	-	3.66	3.80	-	3.80
Other non-financial assets	2.38	0.36	2.74	2.30	0.31	2.61
Total	2,497.44	62,663.64	65,161.08	1,011.84	52,176.26	53,188.10
Liabilities						
Financial liabilities						
Trade payables	2.78	-	2.78	1.78	-	1.78
Lease liability	33.80	28.77	62.57	33.30	59.49	92.79
Other financial liabilities	28.10	19.06	47.16	28.60	16.00	44.60
Non-financial liabilities						
Current tax liabilities (net)	-	38.75	38.75	-	12.79	12.79
Deferred tax liabilities (net)	-	2,028.62	2,028.62	-	1,463.22	1,463.22
Provisions	1.74	3.74	5.48	1.03	3.50	4.53
Other non-financial liabilities	4.67	0.02	4.69	5.41	0.08	5.49
Total	71.09	2,118.96	2,190.05	70.12	1,555.08	1,625.20
Net	2,426.35	60,544.68	62,971.03	941.72	50,621.18	51,562.90

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

38 Disclosure in terms of Schedule III of the Companies Act, 2013

(₹ In Crore)

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	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
1 Parent								
Bajaj Holdings & Investment Ltd.	34.72%	18,834.96	39.86%	2,896.46	44.94%	1,642.14	41.56%	4,538.60
2 Subsidiaries (Indian)								
Bajaj Auto Holdings Ltd.	0.10%	52.88	0.03%	1.82	-	-	0.02%	1.82
Maharashtra Scooters Ltd.	49.80%	27,016.73	2.74%	199.31	215.80%	7,885.41	74.04%	8,084.72
(Less) : Minority interests in subsidiary	(16.08%)	(8,723.52)	(1.34%)	(97.70)	(36.69%)	(1,340.76)	(13.17%)	(1,438.46)
(Less) : Inter-company eliminations	(17.36%)	(9,418.54)	(2.52%)	(183.24)	(140.91%)	(5,149.15)	(48.83%)	(5,332.39)
3 Associates (Investment as per equity method) (Indian)								
Bajaj Auto Ltd.	16.93%	9,184.43	35.33%	2,567.32	(0.25%)	(9.05)	23.43%	2,558.27
Bajaj Finserv Ltd.	46.22%	25,075.57	46.62%	3,387.98	17.11%	625.30	36.75%	4,013.28
(Less) : Inter-company eliminations	(14.33%)	(7,775.00)	(20.72%)	(1,504.74)	-	-	(13.80%)	(1,504.74)
Total	100.00%	54,247.51	100.00%	7,267.21	100.00%	3,653.89	100.00%	10,921.10

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

39 Consolidated disclosure of transactions with related parties as required by Ind AS 24

(₹ In Crore)

Name of related party and nature of relationship	Nature of transaction	2023-24		2022-23	
		Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
A	Since consolidated financial information presents information about the holding and its subsidiaries as a single reporting enterprise, it is unnecessary to disclose intra-group transactions.				
B Associates and investing parties:					
Bajaj Auto Ltd. [An associate - 36.68% shares held by Bajaj Holdings & Investment Ltd. (Previous year 36.64%)]	Investment in equity [95,547,251 shares of ₹10 each (Previous year 96,727,050 shares of ₹10 each)]	-	1,906.25	-	1,929.79
	Investment in equity by MSL [6,879,333 shares of ₹ 10 each] (Previous year 6,964,277 shares of ₹ 10 each)]	-	80.60	-	81.59
	Contribution to equity of BHIL by BAL (3,500,000 shares of ₹ 10 each)	-	(3.50)	-	(3.50)
	Dividend received	1,451.68	-	1,451.68	-
	Dividend paid	43.05	-	47.25	-
	Proceeds on buyback of equity shares	1,264.74	-	-	-
	Business support services rendered	31.83	-	38.31	-
	Business support services received	0.04	-	0.22	-
	Sale of goods	1.33	0.01	4.29	0.67
	Purchases of material and other services	0.07	-	0.07	-
	Revenue expenses reimbursement received	1.07	-	1.03	-
Bajaj Finserv Ltd. [An associate - 41.56% shares held by Bajaj Holdings & Investment Ltd. (Previous year 41.63%)]	Investment in equity by BHIL (623,142,140 shares of ₹ 1 each)	-	743.82	-	743.82
	Investment in equity by MSL (37,932,400 shares of ₹ 1 each)	-	129.08	-	129.08
	Investment in equity by B AHL (2,090,050 shares of ₹ 1 each)	-	26.15	-	26.15
	Dividend received	53.05	-	26.50	-
	Business support services rendered	0.10	-	0.06	0.04
	Business support services received	0.45	-	0.46	-
	Revenue expenses reimbursement received	1.95	-	1.00	-
	Revenue expenses reimbursement paid	0.01	-	0.06	-
C Key management personnel and their relatives:					
Shekhar Bajaj	Sitting fees	0.06	-	0.06	-
	Commission	0.18	(0.18)	0.12	(0.12)
Niraj Bajaj	Sitting fees	0.09	-	0.08	-
	Commission	0.27	(0.27)	0.16	(0.16)
Madhur Bajaj	Sitting fees	0.05	-	0.05	-
	Commission	0.15	(0.15)	0.10	(0.10)
Rajiv Bajaj	Sitting fees	0.06	-	0.06	-
	Commission	0.18	(0.18)	0.12	(0.12)

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

39 Consolidated disclosure of transactions with related parties as required by Ind AS 24 (Contd.)

(₹ In Crore)

Name of related party and nature of relationship	Nature of transaction	2023-24		2022-23	
		Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
Sanjiv Bajaj (Managing Director & CEO) (Also Key management personnel)	Short-term employee benefits (Including commission)	24.79	(16.55)	24.24	(17.28)
	Post-employment benefits	2.34	-	2.04	-
	Sitting fees	0.07	-	0.07	-
Pooja Bajaj	Purchase of equity shares of Bajaj Electricals Ltd.	-	-	37.83	-
Late D J Balaji Rao	Sitting fees	0.05	-	0.09	-
	Commission	0.15	(0.15)	0.18	(0.18)
Manish Kejriwal	Sitting fees	0.07	-	0.12	-
	Commission	0.21	(0.21)	0.24	(0.24)
Dr. Naushad Forbes	Sitting fees	0.15	-	0.14	-
	Commission	0.45	(0.45)	0.28	(0.28)
Anami Roy	Sitting fees	0.06	-	0.06	-
	Commission	0.18	(0.18)	0.12	(0.12)
Pradip Shah	Sitting fees	0.13	-	0.13	-
	Commission	0.39	(0.39)	0.26	(0.26)
Dr. Vidya Yeravdekar	Sitting fees	0.12	-	0.05	-
	Commission	0.36	(0.36)	0.10	(0.10)
Abhinav Bindra	Sitting fees	0.01	-	-	-
	Commission	0.03	(0.03)	-	-
Dr. Arindam Kumar Bhattacharya	Sitting fees	0.18	-	0.06	-
	Commission	0.54	(0.54)	0.12	(0.12)
D Other entities / persons:					
Bajaj Allianz General Insurance Co. Ltd.	Insurance premium paid	1.72	0.30	1.54	0.27
	Revenue expenses reimbursement received	1.95	-	0.05	-
	Unallocated premium	-	0.09	-	0.09
Bajaj Allianz Life Insurance Co. Ltd.	Revenue expenses reimbursement received	1.95	-	0.05	-
Bajaj Finance Ltd.	Contribution to equity (75 shares of ₹ 10 each - ₹ 750)	-	-	-	-
	Investment in equity (18,974,660 shares of ₹ 2 each)	-	50.07	-	50.07
	Business support services rendered	19.54	-	16.66	-
	Business support services received	0.58	-	0.97	-
	Dividend paid - ₹ 9,225 (Previous year - ₹ 10,125)	-	-	-	-
	Dividend received	56.92	-	37.95	-
	Revenue expenses reimbursement received	2.01	-	0.05	-
	Revenue expenses reimbursement paid	0.18	-	0.15	-
	Rent Received	1.17	-	-	-
	Security deposit received	0.70	(0.70)	-	-
	Investment in non-convertible debentures	-	200.00	-	125.00
Redemption received for non-convertible debentures	(75.00)	-	(235.00)	-	
Interest received on non-convertible debentures	7.06	2.82	27.20	4.31	

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

39 Consolidated disclosure of transactions with related parties as required by Ind AS 24 (Contd.)

(₹ In Crore)

Name of related party and nature of relationship	Nature of transaction	2023-24		2022-23	
		Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
Bajaj Housing Finance Ltd.	Investment/(redeemed) in non-convertible debentures /commercial Paper	-	25.00	-	50.00
	Redemption received for non-convertible debentures	(25.00)	-	-	-
	Interest received on non-convertible debentures	2.88	1.09	2.90	1.14
	Business support services rendered	1.83	-	1.51	-
Chetak Technology Ltd.	Sale of goods	0.07	-	0.20	0.05
Bajaj Electricals Ltd.	Investment in equity (19,136,840 shares of ₹2 each)	-	143.92	-	214.58
	Dividend received	7.65	-	5.74	-
Bajel Projects Ltd.	Investment in equity (19,136,840 shares of ₹2 each)	-	70.66	-	-
Hindustan Housing Co. Ltd.	Contribution to equity (15,391 shares of ₹10 each)	-	(0.02)	-	(0.02)
	Dividend paid	0.19	-	0.21	-
	Maintenance charges paid	1.49	0.15	1.67	-
	Security deposit paid	(0.03)	0.18	(0.03)	0.20
Hind Musafir Agency Ltd.	Services received	0.65	-	0.22	-
Bajaj Finserv Asset Management Ltd.	Business support services rendered	-	-	1.03	-
	Rent Received	1.06	-	-	-
	Security deposit received	0.63	(0.63)	-	-
	Revenue expenses reimbursement received	0.01	-	0.38	-
Mukand Ltd.	Investment in equity (8,133,973 shares of ₹10 each)	-	32.98	-	32.98
	Dividend received on equity shares	1.63	-	1.22	-
	Dividend paid	0.01	-	-	-
	Security deposit received/(refunded)	-	(0.25)	-	(0.25)
Bajaj International Pvt. Ltd.	Revenue expenses reimbursement paid [₹79,624 (Previous year ₹62,509)]	0.01	-	0.01	-
Bajaj Financial securities Ltd.	Demat, brokerage, and allied services	2.79	-	-	-
Hercules Hoists Ltd.	Investment in equity (6,251,040 shares of ₹1 each)	-	12.34	-	12.34
	Dividend received on equity shares	1.56	-	1.47	-
	Contribution to equity (415,516 shares of ₹10 each)	-	(0.42)	-	(0.42)
	Dividend paid	5.11	-	4.56	-
Kedaara Capital Advisors LLP	Contribution given for investments	0.20	8.79	0.21	9.19
	Proceeds from redemption of units	3.11	-	0.69	-
Bajaj Auto Employees Superannuation Fund	Superannuation contribution	0.99	-	0.86	-
Bajaj Auto Senior staff Group Gratuity Fund	Gratuity contribution	2.00	-	1.00	-

The above disclosures have been made for related parties identified as such only to be in conformity with the Indian Accounting Standard (Ind AS) 24.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

40 Employee benefit plans

Liability for employee benefits has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Ind AS 19, the details of which are as hereunder.

Funded schemes

The Group provides for gratuity payments to employees. The gratuity benefit payable to the employees of the Group is greater of the provisions of the Payment of Gratuity Act, 1972 and the Group'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 Group makes contributions to approved gratuity fund.

(₹ In Crore)

	As at 31 March	
	2024	2023
Amount recognised in Balance Sheet		
Present value of funded defined benefit obligation	13.64	12.13
Fair value of plan assets	13.58	12.04
Net assets in case of BHIL (Previous year MSL)	0.19	0.26
Net funded obligation of MSL (Previous year BHIL)	0.25	0.35
Expense recognised in the Statement of Profit and Loss		
Current service cost	1.00	0.89
Interest on net defined benefit liability/(asset)	(0.02)	(0.04)
Total expense charged to Statement of Profit and Loss	0.98	0.85
Amount recorded as Other Comprehensive Income		
Opening amount recognised in OCI outside Statement of Profit and Loss	1.38	0.98
Remeasurements during the period due to		
Changes in financial assumptions	0.22	(0.21)
Experience adjustments	0.67	0.44
Actual return on plan assets less interest on plan assets	0.12	0.17
Closing amount recognised in OCI outside Statement of Profit and Loss	2.39	1.38
Reconciliation of net liability/(asset)		
Opening net defined benefit liability/(asset)	0.08	(0.21)
Expense charged to Statement of Profit and Loss	0.98	0.87
Amount recognised outside Statement of Profit and Loss	1.00	0.40
Employer contributions	(2.00)	(0.97)
Closing net defined benefit liability/(asset)	0.06	0.09
Movement in benefit obligation		
Opening of defined benefit obligation	12.13	11.12
Current service cost	1.00	0.89
Interest on defined benefit obligation	0.82	0.74
Remeasurements due to		
Actuarial loss/(gain) arising from change in financial assumptions	0.22	(0.21)
Actuarial loss/(gain) arising on account of experience changes	0.68	0.44
Benefits paid	(1.21)	(0.90)
Liabilities assumed/(settled)	-	0.05
Closing of defined benefit obligation	13.64	12.13

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

40 Employee benefit plans (Contd.)

	(₹ In Crore)	
	As at 31 March	
	2024	2023
Movement in plan assets		
Opening fair value of plan assets	12.04	11.33
Employer contributions	2.00	0.97
Interest on plan assets	0.86	0.78
Remeasurements due to		
Actual return on plan assets less interest on plan assets	(0.11)	(0.18)
Benefits paid	(1.21)	(0.90)
Assets acquired/(settled)	-	0.04
Closing fair value of plan assets	13.58	12.04
Disaggregation of assets		
Category of assets		
Insurer managed funds	13.58	12.04
Others	-	-
Grand total	13.58	12.04

Funding arrangement and policy

The money contributed by the Group 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 Group to fully pre fund the liability of the Plan. The Group'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 ₹ 0.13 crore

Principal actuarial assumptions (expressed as weighted averages)

Particulars	(₹ In Crore)	
	As at 31 March	
	2024	2023
Discount rate (p.a.)		
Bajaj Holdings & Investment Ltd.	7.20%	7.45%
Maharashtra Scooters Ltd.	7.20%	7.50%
Salary escalation rate (p.a.)		
Bajaj Holdings & Investment Ltd.	10.00%	10.00%
Maharashtra Scooters Ltd.	6.00%	6.00%

The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market.

Notes to consolidated financial statements for the year ended 31 March 2024 (Contd.)

40 Employee benefit plans (Contd.)**Unfunded schemes**

(₹ In Crore)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Compensated absences	Long-term incentive plan	Compensated absences	Long-term incentive plan
Present value of unfunded obligations	1.67	3.56	1.61	2.57
Expense recognised in the Statement of Profit and Loss	1.33	2.07	1.34	1.49
Amount recorded as Other Comprehensive Income	-	-	-	-
Discount rate (p.a.)	7.20%	7.20%	6.90% ~ 7.45%	7.45%
Salary escalation rate (p.a.)	6% ~ 10%	10.00%	6% ~ 10%	10.00%

Amount recognised in the Statement of Profit and Loss

(₹ In Crore)

Particulars	For the year ended 31 March	
	2024	2023
Defined contribution plans		
Provident fund paid to Government authorities	1.91	1.84
Superannuation paid to trust	0.99	0.86
Pension fund paid to Government authorities	0.02	0.03
Others	0.06	0.06
Defined benefit plans		
Gratuity	0.98	0.85
Others	-	0.03
Total	3.96	3.67

41 Miscellaneous

Amounts less than ₹ 50,000 have been shown at actual against respective line items statutorily required to be disclosed.

On behalf of the Board of Directors

Shekhar Bajaj
Chairman
DIN: 00089358

As per our report of even date

For Kalyaniwalla & Mistry LLP
Chartered Accountants
ICAI Firm Registration
Number: 104607W/W100166

For NBS & Co.
Chartered Accountants
ICAI Firm Registration
Number: 110100W

Anant Marathe
Chief Financial Officer

Sanjiv Bajaj
Managing Director & CEO
DIN: 00014615

Anil A Kulkarni
Partner
ICAI Membership Number:
047576

Devdas Bhat
Partner
ICAI Membership Number:
048094

Sriram Subbramaniam
Company Secretary

Pradip Shah
Chairman-Audit Committee
DIN: 00066242

Pune: 26 April 2024

Salient features of the financial statements of subsidiaries for the year ended 31 March 2024

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:

Part A : Subsidiaries

Particulars	(₹ In Crore)	
	Bajaj Auto Holdings Ltd.	Maharashtra Scooters Ltd.
a The date since when subsidiary was acquired	26 February 1979	17 June 2019
b Reporting period for the subsidiary	1 April 2023 to 31 March 2024	1 April 2023 to 31 March 2024
c Paid-up share capital	0.25	11.43
d Reserves and surplus	52.63	27,005.30
e Total assets	54.57	29,393.91
f Total liabilities	54.57	29,393.91
g Investments	52.25	29,362.15
h Turnover	2.23	223.54
i Profit before tax	2.21	202.16
j Provision for tax	0.39	2.85
k Profit after tax	1.82	199.31
l Proposed Dividend**	0%	1700%
m % of shareholding	100.00%	51.00%

** Includes interim dividend paid

Part B : Associates and Joint Venture

Particulars	(₹ In Crore)	
	Bajaj Auto Ltd (Associate)	Bajaj Finserv Ltd. (Associate)
a Date on which the associate or joint venture was associated or acquired	20 February 2008, (being the effective date of demerger of erstwhile Bajaj Auto Ltd.)	20 February 2008, (being the effective date of demerger of erstwhile Bajaj Auto Ltd.)
b Latest audited Balance Sheet date	31 March 2024	31 March 2024
c Shares of associate/joint venture held by the company and its subsidiary on the year end		
- Number	102,426,584	663,164,590
- Amount of investment in associate	1,986.84	899.06
- Extent of holding (%)*	33.54%	41.56%
d Description of how there is significant influence	By way of shareholding	By way of shareholding
e Reason why associate/joint venture is not consolidated	N.A.	N.A.
f Networth attributable to shareholding as per latest audited Balance Sheet*	9,184.43	25,075.57
g Profit/(loss) for the year		
- Considered in consolidation	7,708.24	8,147.79
- Not considered in consolidation	-	-

*after inter-company eliminations

On behalf of the Board of Directors

Shekhar Bajaj
Chairman
DIN: 00089358

Anant Marathe
Chief Financial Officer

Sanjiv Bajaj
Managing Director & CEO
DIN: 00014615

Sriram Subbramaniam
Company Secretary

Pradip Shah
Chairman-Audit Committee
DIN: 00066242

Pune: 26 April 2024



Bajaj Holdings & Investment Limited

Regd. Office: C/o. Bajaj Auto Ltd., Mumbai-Pune Road,
Akurdi, Pune - 411 035, India.

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