

Disclosure pursuant to regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as on 31 March 2019

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

There are no disclosures in the Notes to Financial Statements of the Company for the year ended 31 March 2019, since no grants have been made during the year.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations in accordance with 'Accounting Standard 20 - Earnings per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time: NIL

C. Details related to Bajaj Auto Employees Stock Option Scheme 2019 (BAL- ESOS 2019)

The BAL-ESOS 2019 has been formulated by the Nomination and Remuneration Committee of the Board with an aim to provide competitive remuneration opportunities to employees of the Company and was approved by the Board at its Meeting held on 30 January 2019 and by the Members of the Company vide Special Resolution through Postal Ballot on 13 March 2019 in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended ('SEBI SBEB Regulations').

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

| Sr. No. | Particulars | BAL-ESOS 2019 |
|---------|----------------------------------|---|
| 1. | Date of shareholders' approval | 13 March 2019 |
| 2. | Total number of options approved | 50,00,000 options convertible into 50,00,000 equity shares of ₹ 10 each |
| 3. | Vesting Requirement | The vesting period shall commence on the expiry of one year from the date of grant of options or such period as may be decided by the Compensation Committee at the time of each grant of options. The options would vest not earlier than one year and up to ten years from the date of grant of options or such period as may be decided by the Compensation Committee at the time of each grant of options. The Options granted shall vest so long as the employee continues to be in the employment of the Company [including subsidiary companies/holding company (if any in future)] |

| Sr. No. | Particulars | BAL-ESOS 2019 |
|---------|---|---|
| 4. | Exercise price or pricing formula (₹) | The exercise price for the purpose of grant will be the closing market price one day prior to the date of grant, on the stock exchange where highest trading volume of the equity shares of the Company is registered, subject to the condition that the exercise price will not be less than the face value of the share (₹ 10) under any circumstances. |
| 5. | Maximum term of options granted (years) | The exercise period would commence from the date of vesting and will expire on completion of eight years from the date of vesting of options, or such period as may be decided by the Compensation Committee at its sole discretion from time to time. |
| 6. | Source of shares | Secondary acquisition and/or primary issuance |
| 7. | Variation in terms of ESOP | Nil |

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

III. Where the company opts for expensing of the options using the intrinsic value of the options, difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used fair value of the options and the impact of this difference on profits and on EPS of the Company. Not applicable, since no grants made during FY2018-19

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

As on 31 March 2019, no options have been granted to employees of the Company under BAL-ESOS 2019.

V. Weighted-average exercise prices and weighted-average fair values of options whose exercise price equals or exceeds or is less than the market price of the stock – Not applicable, since no grants made during FY 2018-19

VI. Employee-wise details of options granted during the year 2018-19 to:

| | | |
|-------|---|--|
| (i) | Senior managerial personnel | |
| | Name | No. of options granted and grant price |
| | Nil | Nil |
| (ii) | Employees who were granted, during the year, options amounting to 5% or more of the options granted during the year | |
| | Name | No. of options granted |
| | Nil | Nil |
| (iii) | Identified employees who were granted options, during the year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. | |
| | Name | No. of options granted |
| | Nil | Nil |

VII. A description of the method and significant assumptions used during the year to estimate the fair value of options granted during the year 2018-19 – Not applicable, since no grants made during the year 2018-19

D. Details related to Trust

i. General information:

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

ii. Brief details of transactions in shares by the Trust

During the financial year 2018-19, the Trust has not acquired/transferred any shares of the Company. As on 31 March 2019, the Trust has no shares of the Company.

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

During the financial year 2018-19, no shares were acquired/transferred by secondary acquisitions.