# **BAJAJ AUTO INTERNATIONAL HOLDINGS B.V.**

# **BALANCE SHEET**

AS AT 31 March 2023

# AND

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 March 2023

#### BAJAJ AUTO INTERNATIONAL HOLDINGS B.V. BALANCE SHEET AS AT 31 MARCH 2023

			Euros		Rs in Crores
Particulars	Note No.	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
ASSETS					
Non-current assets					
Financial assets					
Investments	2	247,210,905.73	247,210,905.73	2,211.12	2,211.12
		247,210,905.73	247,210,905.73	2,211.12	2,211.12
Current assets					
Financial assets					
Cash and cash equivalents	3	1,257,681.47	42,500,645.65	11.25	380.14
Other bank balances	4	41,000,000.00	-	366.71	-
Other current assets	5	294,942.46	8,062.48	2.63	0.06
		42,552,623.93	42,508,708.13	380.59	380.20
Total		289,763,529.66	289,719,613.86	2,591.71	2,591.32
EQUITY AND LIABILITIES					
Equity					
Equity share capital	6	198,000,000.00	198,000,000.00	1,770.96	1,770.96
Other equity	7	91,759,360.79	91,716,313.17	820.71	820.32
		289,759,360.79	289,716,313.17	2,591.67	2,591.28
Current liabilities					
Other current liabilities	8	4,168.87	3,300.69	0.04	0.04
		4,168.87	3,300.69	0.04	0.04
Total		289,763,529.66	289,719,613.86	2,591.71	2,591.32

1

Summary of significant accounting policies followed by the Company

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S R B C & Co LLP Chartered Accountants Firm Registration Number: 324982E/E300003 On behalf of the Board of Directors IQEQ Management (Netherlands) B.V. Managing Director A

Mark Arends Managing Director A

per Arvind Sethi Partner Membership Number: 89802

Pune:

S. Ravikumar Managing Director B

# BAJAJ AUTO INTERNATIONAL HOLDINGS B.V.

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

STATEMENT OF PROFI			Euros	-	Rs in Crores
Particulars	Note No.	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
Other operating revenue		-	35,835,462.06	-	320.52
Revenue from operations	9	-	35,835,462.06	-	320.52
Other income	10	286,111.67	-	2.56	-
Total income		286,111.67	35,835,462.06	2.56	320.52
Expenses					
Other expenses	11	243,064.05	344,825.24	2.17	3.08
Total expenses		243,064.05	344,825.24	2.17	3.08
Profit before exceptional items and tax		43,047.62	35,490,636.82	0.39	317.44
Exceptional items	12	-	55,265,328.07	-	494.31
Profit before tax		43,047.62	90,755,964.89	0.39	811.75
Total tax expense		-	-	-	-
Profit after tax for the year		43,047.62	90,755,964.89	0.39	811.75
Total comprehensive income for the year	_	43,047.62	90,755,964.89	0.39	811.75
Basic and diluted Earnings per share (in Euro / INR) (Nominal value per share Euro 100)	13	0.02	45.84	1.97	4,099.70

1

Summary of significant accounting policies followed by the Company

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S R B C & Co LLP Chartered Accountants Firm Registration Number: 324982E/E300003 On behalf of the Board of Directors IQEQ Management (Netherlands) B.V. Managing Director A

Mark Arends Managing Director A

per Arvind Sethi Partner Membership Number: 089802

Pune:

S. Ravikumar Managing Director B

#### BAJAJ AUTO INTERNATIONAL HOLDINGS B.V.

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

#### A. Equity share capital

			Euros		Rs in Crores
Particulars	Note No.	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
At the beginning of the year Changes in equity share capital during the year		198,000,000.00	198,000,000.00	1,770.96	1,770.96
At the end of the year	6	198,000,000.00	198,000,000.00	1,770.96	1,770.96

# B. Other equity

			Euros		Rs in Crores
Particulars	Note No.	Reserves and surplus	Total other equity	Reserves and surplus	Total other equity
		Retained earnings		Retained earnings	
Balance as at 31 March 2021	7	960,348.28	960,348.28	8.58	8.58
Profit for the year		90,755,964.89	90,755,964.89	811.74	811.74
Total comprehensive income for the year ended 31 March 2022		90,755,964.89	90,755,964.89	811.74	811.74
Interim dividend		-	-	-	-
Balance as at 31 March 2022	7	91,716,313.17	91,716,313.17	820.32	820.32
Profit for the year	7	43,047.62	43,047.62	0.39	0.39
Total comprehensive income for the year ended 31 March 2023		43,047.62	43,047.62	0.39	0.39
Interim dividend		-	-	-	-
Balance as at 31 March 2023	7	91,759,360.79	91,759,360.79	820.71	820.71

1

Summary of significant accounting policies followed by the Company

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S R B C & Co LLP Chartered Accountants Firm Registration Number: 324982E/E300003 On behalf of the Board of Directors IQEQ Management (Netherlands) B.V. Managing Director A

Mark Arends Managing Director A

per Arvind Sethi Partner Membership Number: 89802

Pune:

S. Ravikumar Managing Director B

#### BAJAJ AUTO INTERNATIONAL HOLDINGS B.V. STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2023

		<b>F</b> (1		EUROS		<b>n</b> 4		Rs in Crore
Particulars	31 March 2023	For the year e	nded 31 Marc	ch 2022	31 March 202	For the year en	ided 31 March 2	2022
A. Operating activities								
Profit before tax		43,047.62		90,755,964.89		0.39		811.7
Adjustments: Less:								
<ul> <li>i) Investment income included in above:</li> </ul>								
Interest income on fixed deposit	286,111.67		-		2.56		-	
Dividend income on investments in associates Gain on buy-back of investment	-		13,012,160.00 22,823,302.06		-		116.38 204.14	
Gain on buy-back of investment	286,111.67		35,835,462.06		2.56		320.52	
	200,111107	(286,111.67)	55,055,102.00	(35,835,462.06)	2.00	(2.56)	020102	(320.5
		(243,064.05)		54,920,502.83		(2.17)		491.2
Change in assets and liabilities								
<ul> <li>i) Other current assets</li> <li>ii) Liabilities and provisions</li> </ul>	(286,879.98) 868.18		(398.55) (1,559.08)		(2.57) 0.01		(0.01)	
	808.18	(286,011.80)	(1,559.08)	(1,957.63)	0.01	(2.56)	(0.01)	(0.0
Less: Exceptional item		-		(55,265,328.07)		-		(494.3
Net cash from operating activities before income-tax		(529,075.85)		(346,782.87)		(4.73)	_	(3.0
Net cash used in operating activities		(529,075.85)		(346,782.87)		(4.73)		(3.0
B. Investing activities		<u> </u>		· · ·		<u> </u>		·
i) Sale of Investment		-		198,109,356.60				1,771.9
ii) Purchase of Investment		-		(191,945,577.66)		-		(1,716.8
		-		6,163,778.94		-		55.1
iii) Investment income Dividend income on investments in associates				13,012,160.00				116.3
Interest income on fixed deposits		286,111.67		-		2.56		
Gain on buy-back of investment				22,823,302.06		-		204.
		286,111.67		35,835,462.06		2.56		320.
(Increase) / decrease in other bank balances	(41,000,000.00)		-		(366.72)		-	
	(41,000,000.00)	_	-		(366.72)	_	-	
Net cash from investing activities		(40,713,888.33)	_	41,999,241.00		(364.16)	_	375.6
C. Financing activities								
i) Dividend paid		-				-		-
Net cash used in financing activities			_	-		-		-
-C Net change in cash and cash equivalents		(41,242,964.18)		41,652,458.13		(368.89)	_	372.5
Cash and cash equivalents at the beginning of the year		42,500,645.65		848,187.52		380.14		7.5
Cash and cash equivalents at the end of the year (refer note no. 3)		1,257,681.47		42,500,645.65		11.25		380.1
		-		-		-		

As per our report of even date

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

On behalf of the Board of Directors IQEQ Management (Netherlands) B.V. Managing Director A

Mark Arends Managing Director A

per Arvind Sethi Partner Membership Number: 089802 S. Ravikumar Managing Director B R.J. Knunz Managing Director B

Pune:

The Financial statements have been prepared in Euro. Also the audit report is based on figures in Euro. For the purpose of user, the financial statements and notes as on have been converted in Indian Rupees at following exchange rate as on 31 March 2023.

1 Euro = Rs. 89.4425

# Background

Bajaj Auto International Holdings B.V. is a Netherlands based wholly owned subsidiary of Bajaj Auto Limited incorporated on 25 October 2007 with the object, interalia, of carrying out investments in ventures abroad. During the year ended 31 March 2023, the Company's equity in Austria based Pierer Bajaj AG remained at 49.90% (as at 31 March 2022 – 49.90%).

The registered office of the Company is located at Sluisweg 20, 6581 Ka, Malden, The Netherlands.

### **Basis of preparation**

These special purpose IND AS financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. These special purpose financial statements are not a complete set of general purpose financial statements of the Company in accordance with the accounting principles generally accepted in India. These special purpose IND AS financial statements are prepared solely for the information and use of the Board of Directors of the holding company i.e. Bajaj Auto Limited in connection with consolidation of its group financial statements, accordingly these are not suitable for any other purposes.

The financial statements have been prepared on a historical cost basis.

The financial statements are presented in EUROS, which is also the Company's functional currency and all values are rounded to the nearest Euro except when otherwise indicated.

All assets and liabilities, other than deferred tax assets and liabilities if any, have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III (Division II) to the Act. Deferred tax assets and liabilities are classified as non-current assets and liabilities. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for current and non-current classification of assets and liabilities.

# 1. Summary of significant accounting policies followed by the Company

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

# 1) System of accounting

- i) The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis except in case of significant uncertainties.
- ii) Financial Statements are prepared on a historical cost basis.
- iii) The financial statements are presented in Euro, which is also the company's functional currency.
- iv) All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle. Based on the nature of operations and the time between the acquisition of assets for processing and their realization in cash and cash

equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

 v) Estimates and Assumptions used in the preparation of the financial statements 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.

#### 2) Revenue recognition:

The Company recognizes income on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, the Company recognizes revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the Company.

Dividends are recognized in the Statement of Profit and Loss only when the right to receive payment is established and it is probable that the economic benefits associated with the dividend will flow to the Company and that the amount of dividend can be measured reliably.

Interest is accrued over the period of Loan.

The Company recognizes income on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent revenue is reasonably certain and can be reliably measured.

#### 3) Investments

Investment in associate is recognized at cost. Cost represents the amount paid for the acquisitions of said investments.

The company assesses at the end of each reporting period, if there are any indications that the said investments may be impaired. If so, the company estimates the recoverable value / amount of the investments and provides for impairment, if any i.e. the deficit in the recoverable value over cost.

Upon loss of significant influence over the associate, the Company measures and recognize balance retained investment at its fair value. Difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment or proceeds from disposal is recognized in profit or loss.

#### 4) Foreign currency transactions

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). On initial recognition, all foreign currency transactions are recorded at the foreign exchange rate on the date of the transaction. Monetary assets and liabilities in foreign currency outstanding at the close of the year are revalorized at the appropriate exchange rate prevailing at the close of the year. The gain or loss on decrease/increase in reporting currency due to fluctuations in foreign exchange rates, in case of monetary assets and liabilities in foreign currency, are recognized in the Statement of Profit and Loss.

### 5) Taxation

- i) Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income.
- Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to

situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

iii) Deferred tax is provided using the liability method on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realized or the deferred tax liability is settled.
Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences.

# 6) **Provisions**

The Company creates a provision when there is a present obligation as a result of past events, 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.

# 7) Earnings per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period. The weighted average number of equity shares outstanding during the period and all periods presented is adjusted for events such as bonus shares, other than conversion of potential equity shares that have changed the number of equity shares outstanding without corresponding change in resources.

# Notes to financial statements for the year ended 31 March 2022

2	Investments	Non-Curr	·ent	Non-Curi	ent
		As at		As at	
		31 March 2023 EUROS	31 March 2022 EUROS	31 March 2023 Rs in Crores	31 March 2022 Rs in Crores
	In Equity Shares "at cost, unquoted" 49,900 equity Shares of Euro 1 each in Pierer Bajaj AG	247,210,905.73	247,210,905.73	2,211.12	2,211.12
		247,210,905.73	247,210,905.73	2,211.12	2,211.12
3	Cash and cash equivalents				
U	Cash and cash equivalents	Curren	ıt	Curren	t
		As at 31 March 2023	31 March 2022	As at 31 March 2023	31 March 2022
		EUROS	EUROS	Rs in Crores	Rs in Crores
	Balances with banks In current accounts	1,257,681.47	42,500,645.65	11.25	380.14
		1,257,681.47	42,500,645.65	11.25	380.14
4	Other Bank Balances	Curren	ıt	Curren	t
		As at		As at	
		31 March 2023 EUROS	31 March 2022 EUROS	31 March 2023 Rs in Crores	31 March 2022 Rs in Crores
	Deposits with residual maturity for less than twelve months	41,000,000.00	-	366.71	-
		41,000,000.00	-	366.71	-
5	Other current assets				
	(Unsecured, good, unless stated otherwise)				
		Curren	ıt	Curren	t
		As at 31 March 2023	31 March 2022	As at 31 March 2023	31 March 2022
		EUROS	EUROS	Rs in Crores	Rs in Crores
	Prepaid expenses Interest receivable on fixed deposits	8,830.79 286,111.67	8,062.48	0.08 2.55	0.06
		294,942.46	8,062.48	2.63	0.06
6	Equity share capital				
		As at		As at	
		31 March 2023 EUROS	31 March 2022 EUROS	31 March 2023 Rs in Crores	31 March 2022 Rs in Crores
	Anthenind	Lenos		K3 III CTOTC5	its in crores
	Authorised 2,000,000 equity shares of Euro 100 each	200,000,000.00	200,000,000.00	1,788.85	1,788.85
	Issued, subscribed and fully paid-up shares 1,980,000 equity shares of Euro 100 each	198,000,000.00	198,000,000.00	1,770.96	1,770.96
		198,000,000.00	198,000,000.00	1,770.96	1,770.96
	Details of shareholders holding more than 5% shares in the Company				
		As at		As at	
	Equity shares of Euro 100 each fully paid	31 March 2 Nos.	2023 % Holding	31 March Nos.	2022 % Holding
	Bajaj Auto Limited	1,980,000	100.00%	1,980,000	100.00%
7	Other equity				
,	o mor oquity				
		As at	21 Mauril 2022	As at	21 Manak 2022
		31 March 2023 EUROS	31 March 2022 EUROS	31 March 2023 Rs in Crores	31 March 2022 Rs in Crores
	Retained earnings Balance as at the beginning of the year Profit for the year	91,716,313.17 43,047.62	960,348.28 90,755,964.89	820.32 0.39	8.58 811.74
		91,759,360.79	91,716,313.17	820.71	820.32

# Notes to financial statements for the year ended 31 March 2022

8 Other current liabilities				
	As at		As at	
	31 March 2023 EUROS	31 March 2022 EUROS	31 March 2023 Rs in Crores	31 March 2022 Rs in Crores
Other payables	4,168.87	3,300.69	0.04	0.04
	4,168.87	3,300.69	0.04	0.04
9 Revenue from operations				
	As at	<u></u> <u></u>	As at	
	31 March 2023 EUROS	31 March 2022 EUROS	31 March 2023 Rs in Crores	31 March 2022 Rs in Crores
Other operating revenue				
Dividend income on investments	-	13,012,160.00	-	116.38
Gain on Investment	-	22,823,302.06	-	204.14
		35,835,462.06	-	320.52
10 Other income:				
	As at 31 March 2023	31 March 2022	As at	31 March 2022
	51 March 2023 EUROS	51 March 2022 EUROS	31 March 2023 Rs in Crores	SI March 2022 Rs in Crores
Investment income:	286,111.67		2.56	
Interest income on fixed deposits	·			-
	286,111.67		2.56	-
11 Other expenses				
	As at 31 March 2023	31 March 2022	As at 31 March 2023	31 March 2022
	51 March 2023 EUROS	EUROS	Rs in Crores	Rs in Crores
Legal & Professional charges	39,495.88	162,104.46	0.35	1.45
Bank Charges Directors Fees	150,259.06 11,006.08	96,589.80 10,351.42	1.34 0.10	0.86 0.09
Management Fees	42,303.03	75,779.56	0.38	0.68
	243,064.05	344,825.24	2.17	3.08
12 Exceptional items				
	As at		As at	
	31 March 2023 EUROS	31 March 2022 EUROS	31 March 2023 Rs in Crores	31 March 2022 Rs in Crores
Gain on Fair Value of investment		55,265,328.07		494.31

The Company held 47.99% stake in KTM AG. As on 29 September 2021, the Company swapped 46.50% stake in KTM AG for 49.90% stake in Pierer Bajaj AG. The resultant gain in fair value of Euro 55,265,328 (Rs. 465.44 crore) is shown as an exceptional item.

# 13 Earnings Per Share (EPS)

	As a	nt	As at	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
<ul> <li>a. Profit for the year (Euro) Weighted average number of shares outstanding during the year (Nos)</li> </ul>	43,048 1,980,000	90,755,964.89 1,980,000	0.39 1.980.000	811.74 1,980,000
<ul> <li>b. Earnings per share (Basic and Diluted) [ Euro / INR ]</li> <li>Face value per share (Euro )</li> </ul>	0.02 100.00	45.84 100.00	1.97	4,099.70

# Notes to financial statements for the year ended 31 March 2023

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

<b>C</b> 1	Nowo of volated	Notice of the section	202		202	Euros	2022-23 2021-22			Rs in Crores
Sr.	Name of related party and	Nature of transaction		2022-23 Transaction value Outstanding		1-22 Outstanding	202 Transaction value		202 Transaction value	
	Nature of		Transaction value	amounts carried in	Transaction value	amounts carried in	Transaction value	amounts carried in		amounts carried in
	relationship			the Balance Sheet		the Balance Sheet		the Balance Sheet		the Balance Sheet
А	Holding Company									
	Bajaj Auto Limited	Contribution to equity (1,980,000 shares of Euro 100 each)		198,000,000.00		198,000,000.00		1,770.96		1,770.96
в	Associate									
	KTM AG	Buy-back of shares	-		6,163,778.94		-		55.13	
		Sale of Shares	-		191,945,577.66		-		1,716.81	
		Dividend Received	-		13,012,160.00		-		116.38	
	Pierer Bajaj AG	Investment [ 49,900 Shares of Euro 1 each ]	-	247,210,905.73	247,210,905.73	247,210,905.73	-	2,211.12	2,211.12	2,211.12

15 In absence of taxable profits as per applicable law, no provision for tax has been made

As per our report of even date

For S R B C & Co LLP Chartered Accountants Firm Registration Number: 324982E/E300003 On behalf of the Board of Directors IQEQ Management (Netherlands) B.V. Managing Director A

Mark Arends Managing Director A

per Arvind Sethi Partner Membership Number: 89802

Pune:

S. Ravikumar Managing Director B

# BAJAJ AUTO INTERNATIONAL HOLDINGS B.V. CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023

			Euros		Rs in Crore
Particulars	Note No.	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
ASSETS					
Non-current assets					
Financial assets					
Investments	2	546,052,601.29	482,520,420.29	4,884.03	4,315.79
		546,052,601.29	482,520,420.29	4,884.03	4,315.79
		340,032,001.29	482,320,420.27	4,004.05	4,515.79
Current assets					
Financial assets					
Cash and cash equivalents	3	1,257,681.47	42,500,645.65	11.25	380.14
Other bank balances	4	41,000,000.00	-	366.71	-
Other current assets	5	294,942.46	8,062.48	2.63	0.06
	-	42,552,623.93	42,508,708.13	380.59	380.20
Total		588,605,225.22	525,029,128.42	5,264.62	4,695.99
EQUITY AND LIABILITIES					
Equity					
Equity share capital	6	198,000,000.00	198,000,000.00	1,770.96	1,770.96
Other equity	7	390,601,056.35	327,025,827.73	3,493.62	2,924.99
		588,601,056.35	525,025,827.73	5,264.58	4,695.95
Current liabilities					
Financial liabilities					
Other current liabilities	8	4,168.87	3,300.69	0.04	0.04
		4,168.87	3,300.69	0.04	0.04
Tetal		4,168.87		5,264.62	4,695.99
Total		588,605,225.22	525,029,128.42	5,264.62	4,695.99

The accompanying notes are an integral part of the consolidated financial statements

#### BAJAJ AUTO INTERNATIONAL HOLDINGS B.V.

#### CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023 Euros

			Euros		Rs in Crores
Particulars	Note No.	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
Sales					
Other operating revenue		-	8,721,187.88	-	78.00
Revenue from operations	9	-	8,721,187.88	-	78.00
Other income	10	286,111.67	-	2.56	-
Total income		286,111.67	8,721,187.88	2.56	78.00
Expenses					
Other expenses	11	243,064.05	344,825.24	2.17	3.08
Total expenses	-	243,064.05	344,825.24	2.17	3.08
Profit before exceptional items and tax		43,047.62	8,376,362.64	0.39	74.92
Exceptional items	12	-	55,265,328.07	-	494.31
Profit before tax		43,047.62	63,641,690.71	0.39	569.23
Tax expense		-	-	-	-
Profit after tax		43,047.62	63,641,690.71	0.39	569.23
Share of profits from Associates		62,177,895.00	66,691,679.89	556.13	596.51
Profit for the year		62,220,942.62	130,333,370.60	556.52	1,165.74
Other comprehensive income Items that will not be reclassified to profit or loss					
Actuarial gains/(losses) of defined benefit plans - share of associate		-	(283,931.00)	-	(2.54)
Items that will be reclassified to profit or loss Other adjustments - share of associate		1,354,286.00	3,076,857.30	12.11	27.52
Other comprehensive income (net of tax)		1,354,286.00	2,792,926.30	12.11	24.98
Total comprehensive income for the year		63,575,228.62	133,126,296.90	568.63	1,190.72
Basic and diluted Earnings per share (in Euro / INR) (Nominal value per share Euro 100)	13	31.42	65.82	2,810.71	5,887.53

1

Summary of significant accounting policies followed by the Company

The accompanying notes are an integral part of the consolidated financial statements

#### BAJAJ AUTO INTERNATIONAL HOLDINGS B.V.

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

#### A. Equity share capital

			Euros		Rs in Crores
Particulars	Note No.	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
At the beginning of the year Changes in equity share capital during the year		198,000,000.00	198,000,000.00	1,770.96	1,770.96
At the end of the year	6	198,000,000.00	198,000,000.00	1,770.96	1,770.96

# B. Other equity

				Euros			Rs in Crores		
Particulars	Note No.	Reserves a			Reserves and surplus		Other Reserve	Total other consider	
		General Reserve	Retained earnings	Capital Reserve	Total other equity	General Reserve	Retained earnings	Capital Reserve	Total other equity
Balance as at 31 March 2021	7	(7,367,209.16)	193,770,103.10	-	186,402,893.94	(65.89)	1,733.11	-	1,667.22
Profit for the year		-	130,333,370.60	-	130,333,370.60	-	1,165.74	-	1,165.74
Recognition of capital reservce on consolidation		-		7,496,636.88	7,496,636.88	-	-	67.05	67.05
Other comprehensive income (net of tax)		2,792,926.31		-	2,792,926.31	24.98	-	-	24.98
Total comprehensive income for the year ended 31 March 2022		2,792,926.31	130,333,370.60	7,496,636.88	140,622,933.79	24.98	1,165.74	67.05	1,257.77
Interim dividend, declared and paid during the year		-	-	-	-	-	-	-	-
Balance as at 31 March 2022	7	(4,574,282.85)	324,103,473.70	7,496,636.88	327,025,827.73	(40.91)	2,898.85	67.05	2,924.99
Profit for the year		-	62,220,942.62	-	62,220,942.62		556.52	-	556.52
Recognition of capital reservce on consolidation		-	-	-	-	-	-	-	-
Other comprehensive income (net of tax)		1,354,286.00	-	-	1,354,286.00	12.11	-	-	12.11
Total comprehensive income for the year ended 31 March 2023		1,354,286.00	62,220,942.62	-	63,575,228.62	12.11	556.52	-	568.63
Interim dividend, declared and paid during the year		-	-	-	-	-	-	-	-
Balance as at 31 March 2023	7	(3,219,996.85)	386,324,416.32	7,496,636.88	390,601,056.35	(28.80)	3,455.37	67.05	3,493.62

Summary of significant accounting policies followed by the Company

1

The accompanying notes are an integral part of the consolidated financial statements

#### BAJAJ AUTO INTERNATIONAL HOLDINGS B.V. STATEMENT OF CASH FLOWS

Particulars		For the year ende	'n	Euros		For the year en	ded	Rs. in Cr
	31 March	•	31 Marc	eh 2022	31 March 202	•	31 March	2022
A. Operating activities								
Profit for the year		62,220,942.62		130,333,370.60		556.52		1,165
Adjustments:								
Less:								
<ul> <li>i) Investment income included in above: Interest income on fixed deposit</li> </ul>	286,111.67		_		2.56		-	
Share of profits from associates	62,177,895.00		66,691,679.89		556.13		596.51	
Gain on buy-back of investment			8,721,187.88		-		78.00	
	62,464,006.67		75,412,867.77		558.69		674.51	
		(62,464,006.67)		(75,412,867.77)		(558.69)	·	(6)
		(243,064.05)		54,920,502.83		(2.17)		4
Change in assets and liabilities								
i) Other current assets	(286,879.98)		(398.55)		(2.58)		-	
ii) Liabilities and provisions	868.18		(1,559.08)		0.01		(0.02)	
		(286,011.80)		(1,957.63)		(2.57)		
Net cash from operating activities before income-tax		(529,075.85)		54,918,545.20		(4.74)		49
Less: Exceptional item		-		(55,265,328.07)		-		(4
Net cash from operating activities		(529,075.85)		(346,782.87)		(4.74)	_	
B. Investing activities								
i) Sale of Investment		-		304,553,414.26		-		2,72
ii) Purchase of Investment		-		(473,799,232.41)		-		(4,2
		-		(169,245,818.15)		-		(1,5
iii) Investment income Interest income on Fixed deposit		286,111.67		_		2.56		
Dividend received from KTM AG		-		13,012,160.00		-		1
Gain on buy-back of investment		-		8,721,187.88		-		
		286,111.67		21,733,347.88		2.56		1
(Increase) / decrease in other bank balances		(41,000,000.00)		-		(366.71)		
Net cash from investing activities		(40,713,888.33)		(147,512,470.27)		(364.15)	_	(1,3
C. Financing activities								
i) Dividend paid		-		-		-		
Net cash from financing activities						-	—	
D. Change in foreign currency translation arising on consolidation		-		189,511,711.27		-		1,6
+C+D Net change in cash and cash equivalents		(41,242,964.18)		41,652,458.13		(368.89)		3
				<u> </u>				3
Cash and cash equivalents at the beginning of the year		42,500,645.65		848,187.52		380.14		
Cash and cash equivalents at the end of the year		1,257,681.47		42,500,645.65		11.25		38

Notes to Financial statements for the year ended March 2023

The financial statements have been prepared in Euro. Also the audit report is based on figures in Euro. For the purpose of user, the financial statements and notes have been converted in Indian Rupees at following exchange rate as on 31 March 2023.

1 Euro = Rs. 89.4425

# Background

Bajaj Auto International Holdings B.V. ("the Company") is a Netherlands based wholly owned subsidiary of Bajaj Auto Limited (BAL) incorporated on 25 October 2007 with the object, interalia, of carrying out investments in ventures abroad. The Company's equity in Austria based Pierer Bajaj AG remained at 49.90% (as at 31 March 2022 – 49.90%).

The consolidated financial statements comprise financial statements of the Company and its associates for the year ended 31 March 2023.

The consolidated financial statements include results of the associates of the Company, consolidated in accordance with Ind AS 28 "Investment in Associates and Joint Ventures".

Name of the company	Country of	% Shareholding	Consolidated
	Incorporation	of the Company	as
Pierer Bajaj AG	Austria	49.90%	Associate

# 1) Summary of significant accounting policies followed by the Company

# **Basis of preparation**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act, on an accrual basis.

The financial statements have been prepared on a historical cost basis.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

# Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

Notes to Financial statements for the year ended March 2023

# 1) Investment in associates

Investments in associates are accounted for using the equity method. An associate is an entity over which the Company is in a position to exercise significant influence over operating and financial policies. The considerations made in determining whether significant influence is being exercised are similar to those necessary to determine control over the subsidiaries. Goodwill arising on the acquisition of associates is included in the carrying value of investments in associate.

The Company's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Company's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Company's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Company's reserves. In addition, when there has been a change recognised directly in the equity of the associate, the Company recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Company and the associate are eliminated to the extent of the interest in the associate.

If an entity's share of losses of an associate equals or exceeds its interest in the associate (which includes any long term interest that, in substance, form part of the Company's net investment in the associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Company's share of profit or loss of an associate is shown on the face of the statement of profit and loss.

The financial statements of the associate are prepared with a three months' time lag for consolidation into the Company financial statements. When necessary, adjustments are made to bring the accounting policies in line with those of the Company. The Company has not identified any material adjustments during the year; in regard to the alignment of accounting policies.

After application of the equity method, the Company determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Company determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss in the statement of profit or loss.

Upon loss of significant influence over the associate, the Company measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

# 2) Other significant accounting policies

Other significant accounting policies followed by the company are exactly similar to the significant accounting policies of the parent i.e. the Company and hence have not been reproduced here. Refer note 1 of standalone financial statements of the Company for the year ended 31 March 2023 for details in regard to other significant accounting policies.

3 Cash and cash equivalents

4 Other Bank Balances

Capital reserve

Deposits with residual maturity for less than twelve months

The Consolidated Financial Statements of Bajaj Auto International Holdings B.V. include 49.90 % [Previous year 47.99% in KTM AG] interest in Pierer Bajaj AG ( acompany incorporated in Austria ) as an associate.

Investments	Non-Curre	nt	Non-Curre	ent
	As at		As at	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
	EUROS	EUROS	Rs in Crores	Rs in Crores
In Equity Shares				
5,204,864 equity Shares of Euro 1 each				
in KTM AG		-	-	-
Add: Share of Reserves of Associates- KTM AG		-	-	-
49,900 equity Shares of Euro 1 each	247,210,905.73	247,210,905.73	2,211.12	2,211.12
in Pierer Bajaj AG				
Add: Share of Reserves of Associates- Pierer Bajaj AG	298,841,695.56	235,309,514.56	2,672.91	2,104.67
	546,052,601.29	482,520,420.29	4,884.03	4,315.79

	Current	Current		
	As at		As at	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
	EUROS	EUROS	Rs in Crores	Rs in Crores
Balances with banks In current accounts	1,257,681.47	42,500,645.65	11.25	380.14
	1,257,681.47	42,500,645.65	11.25	380.14

 Current		Current			
 As at 31 March 2023 EUROS	31 March 2022 EUROS	As at 31 March 2023 Rs in Crores	31 March 2022 Rs in Crores		
41,000,000.00	-	366.71	-		
 41,000,000.00		366.71	-		

5 Other current (Unsecured, good	assets , unless stated otherwise)				
		Curre	nt	Curren	t
		As at		As at	
		31 March 2023	31 March 2022	31 March 2023	31 March 2022
		EUROS	EUROS	Rs in Crores	Rs in Crores
Prepaid expense	5	8,830.79	8,062.48	0.08	0.06
	le on fixed deposits	286,111.67	-	2.55	-
		294,942.46	8,062.48	2.63	0.06

6	Equity share capital					
		•	As at		As at	
			31 March 2023 EUROS	31 March 2022 EUROS	31 March 2023 Rs in Crores	31 March 2022 Rs in Crores
	Authorised					
	2,000,000 equity shares of Euro 100 each	-	200,000,000.00	200,000,000.00	1,788.85	1,788.85
	Issued, subscribed and fully paid-up shares					
	1,980,000 equity shares of Euro 100 each		198,000,000.00	198,000,000.00	1,770.96	1,770.96
			198,000,000.00	198,000,000.00	1,770.96	1,770.96

Details of shareholders holding more than 5% shares in the Company

			As at 31 March 2023		s at ch 2022
	Equity shares of Euro 100 each fully paid	Nos.	% Holding	Nos.	% Holding
	Bajaj Auto Limited	1,980,000	100.00%	1,980,000	100.00%
7	Other equity				

	As at		As at	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
	EUROS	EUROS	Rs in Crores	Rs in Crores
General reserve				
Balance as at the beginning of the year	(4,574,282.85)	(7,367,209.16)	(40.91)	(65.89)
Add/(Less): Adjustment on account of change in share of net assets of associate	1,354,286.00	2,792,926.31	12.11	24.98
Closing balance	(3,219,996.85)	(4,574,282.85)	(28.80)	(40.91)
Hedge reserve [See note 33]				
Retained earnings				
Balance as at the beginning of the year	324,103,473.70	193,770,103.10	2,898.85	1,733.11
Profit for the year	62,220,942.62	130,333,370.60	556.52	1,165.74
Balance in retained earnings	386,324,416.32	324,103,473.70	3,455.37	2,898.85

	390,601,056.35	327,025,827.73	3,493.62	2,924.99
	7,496,636.88	7,496,636.88	67.05	67.05
	386,324,416.32	324,103,473.70	3,455.37	2,898.85
the year	324,103,473.70 62,220,942.62	193,770,103.10 130,333,370.60	2,898.85 556.52	1,733.11 1,165.74

8	Other current liabilities				
0	Other current habilities				
		As		As at	
		31 March 2023 EUROS	31 March 2022 EUROS	31 March 2023 Rs in Crores	31 March 2022 Rs in Crores
	Other payables	4,168.87	3,300.69	0.04	0.04
		4,168.87	3,300.69	0.04	0.04
9	Revenue from operations				
		As	at	As at	
		31 March 2023	31 March 2022	31 March 2023	31 March 2022
		EUROS	EUROS	Rs in Crores	Rs in Crores
	Other operating revenue Dividend income on investments				
	Gain on Investment		8,721,187.88	-	78.00
			8,721,187.88	-	78.00
1(	Other income				
		As 31 March 2023	at 31 March 2022	As at 31 March 2023	31 March 2022
		EUROS	EUROS	Rs in Crores	Rs in Crores
	Investment income Interest income on fixed deposits	286,111.67		2.56	
	interest income on fixed deposits	286,111.67		2.56	
		200,111.07		2.50	_
11	Other expenses				
		For the ye		For the year	
		31 March 2023	31 March 2022	31 March 2023	31 March 2022
		EUROS	EUROS	Rs in Crores	Rs in Crores
	Legal & Professional charges	39,495.88	162,104.46	0.35	1.45
	Bank Charges	150,259.06	96,589.80	1.34	0.86
	Directors Fees	11,006.08	10,351.42	0.10	0.09
	Management Fees	42,303.03	75,779.56	0.38	0.68
		243,064.05	344,825.24	2.17	3.08
12	Exceptional items				
		For the ye	ar ended	For the year	ended
		31 March 2023	31 March 2022	31 March 2023	31 March 2022
		EUROS	EUROS	Rs in Crores	Rs in Crores
	Gain on Fair Value of investment		55,265,328	-	494.31

The Company held 47.99% stake in KTM AG. As on 29 September 2021, the Company swapped 46.50% stake in KTM AG for 49.90% stake in Pierer Bajaj AG. The resultant gain in fair value of Euro 55,265,328 (Rs. 465.44 erore) is shown as an exceptional item.

### 13 Earnings Per Share (EPS)

		For the year ended		For the ye	For the year ended	
		31 March 2023	31 March 2022	31 March 2023	31 March 2022	
a.	Profit for the year ( Euro)	62,220,942.62	130,333,370.60	556.52	1,165.73	
	Weighted average number of shares outstanding during the year (Nos)	1,980,000	1,980,000	1,980,000	1,980,000	
b.	Earnings per share (Basic and Diluted) [Euro / INR]	31.42	65.82	2,810.71	5,887.53	
	Face value per share ( Euro )	100.00	100.00			

14 Investment in an associate

The Company held 47.99% interest in KTM AG, Austria which was swapped for 49.90% stake in Pierer Bajaj AG on 29 September 2021.

Pierer Bajaj AG (formerly: PTW Holding AG) acts exclusively as the holding company of Pierer Mobility AG. The Pierer Mobility Group is Europe's leading 'Powered Two-Wheeler' (PTW) manufacturer with a focus on highly innovative sports motorcycles and electric mobility. With its KTM, HUSQVARNA Motorcycles, and GASGAS motorcycle brands, it is one of the technology and market leaders in Europe, especially when it comes to premium motorcycles.

Pierer Bajaj AG is a private entity that is not listed on any public exchange. The Company's interest is in Pierer Bajaj AG. The following table illustrates the summarised financial information of the Company's investment in Pierer Bajaj AG (in Euro, which is its functional currency) :

	Euro in Million Pierer Bajaj AG 31 Dec 2022	Euro in Million Pierer Bajaj AG 31 Dec 2021	Rs. in crores Pierer Bajaj AG 31 Dec 2022	Rs. in crores Pierer Bajaj AG 31 Dec 2021
	01 000 1012	01 000 2021	01 000 2022	01 Dec 2021
Current assets	1,368.92	1.040.91	12,243,96	9,310,16
Non-current assets	1,195.85	992.81	10,695.98	8,879.94
Current liabilities	1,010.71	618.80	9,040.04	5,534.70
Non-current liabilities	625.61	649.46	5,595.61	5,808.93
Equity	928.45	765.46	8,304.29	6,846.47
Revenue	2,437.20	2,041.73	21,798.93	18,261.74
Cost of sales	(1,745.88)	(1,448.63)	(15,615.59)	(12,956.91)
Gross profit	691.32	593.10	6,183.34	5,304.83
Selling and racing expenses	(242.80)	(237.85)	(2,171.66)	(2,127.39)
Research and development expenses	(55.35)	(33.33)	(495.06)	(298.11)
Infrastructure and administration expenses	(165.19)	(129.05)	(1,477.50)	(1,154.26)
Other operating expenses	(0.40)	(1.99)	(3.58)	(17.80)
Other operating income	2.38	0.74	21.29	6.62
Share of profit of associates	5.00	1.67	44.72	14.94
Result from operating activities	234.96	193.29	2,101.55	1,728.83
Interest income	4.04	1.86	36.13	16.64
Interest expenses	(19.34)	(12.86)	(172.98)	(115.02)
Other financial result	(4.06)	9.10	(36.31)	81.39
Profit before tax	215.60	191.39	1,928.39	1,711.84
Tax expense	(45.28)	(48.72)	(405.00)	(435.76)
Profit for the year (continuing operations)	170.32	142.67	1,523.39	1,276.08
Total comprehensive income for the year (continuing operations)	187.72	150.42	1,679.01	1,345.39

The associate had no contingent liabilities or capital commitments.

15 Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the companies. Recognising this purpose, the Company has disclosed only such Notes from the individual financial statements, which fairly present the needed disclosures.

16 The accounting policies of the parent are best viewed in its independent financial statements. Differences in accounting policies followed by the other entities consolidated have been reviewed and no adjustments have been made, since the impact of these differences is not significant.