

**Disclosure pursuant to Regulation 14 of the Securities and Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations and Rule 12(9) of
Companies (Share Capital and Debentures) Rules, 2014**

Summary of status of ESOPs Granted

The position of the existing Bajaj Housing Finance Limited Employee Stock Option Scheme, 2024 (BHFL ESOP 2024) as on 31 March 2025 is summarised as below:

| Sr. No. | Particulars | BHFL ESOP 2024 |
|-------------------------------|--|--|
| I. Details of the ESOP | | |
| 1 | Date of Shareholder's Approval | Date institution of scheme: 24 April 2024 Date of amendment of scheme in terms of SEBI SBEB Regulations 2021: 06 June 2024 Date of approval for ratification of scheme: 21 December 2024 |
| 2 | Total Number of Options approved | 39,09,78,763 |
| 3 | Vesting Requirements | The Nomination & Remuneration Committee/Compensation Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest. Save and except in the event of death, permanent incapacity or such other events as may be specified under the SEBI SBEB Regulations, the Options would vest not earlier than 1 (one) year and not later than 5 (five) years from the date of grant of options. |
| 4 | Exercise Price or Pricing formula | Pre IPO grants: ₹ 54.5 per option Post IPO grants: Latest available closing price, prior to the date of the meeting of Compensation Committee in which options are granted, on the stock exchange on which the shares of the Company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date shall be considered. |
| 5 | Maximum term of Options granted | Options to be exercised within completion of 5 years of vesting |
| 6 | Source of shares (primary, secondary or combination) | Primary issuance |
| 7 | Variation in terms of ESOP | NIL |
| II | Method used to account for ESOP – (Intrinsic or fair value) | Fair Value |
| III | Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed. | Not Applicable |

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IV. Option Movement during the year

| Sr. No. | Particulars | |
|---------|---|-------------|
| 1 | No. of Options Outstanding at the beginning of the year | - |
| 2 | Options Granted during the year | 1,72,38,118 |
| 3 | Options Cancelled during the year | 6,82,978 |
| 4 | Options Lapsed/forfeited during the year | - |
| 5 | Options Vested during the year | - |
| 6 | Options Exercised during the year | - |
| 7 | Total number of shares arising as a result of exercise of options | - |
| 8 | Money realised by exercise of options (₹) | - |
| 9 | Loan repaid by Trust during the year from exercise price received (₹) | - |
| 10 | Number of options Outstanding at the end of the year | 1,65,55,140 |
| 11 | Number of Options exercisable at the end of the year | - |

V Weighted average exercise price of options granted during the year whose

| Sr. No. | Particulars | Amount (in ₹) |
|---------|--|---------------|
| (a) | Exercise price equals market price | 54.50 |
| (b) | Exercise price exceeds the market price | 126.38 |
| (c) | Exercise price is less than market price | - |

Weighted average fair value of options granted during the year whose

| Sr. No. | Particulars | Amount (in ₹) |
|---------|--|---------------|
| (a) | Exercise price equals market price | 24.54 |
| (b) | Exercise price exceeds the market price | 51.43 |
| (c) | Exercise price is less than market price | - |

VI Employee-wise details of options granted during the financial year 2024-25 to:

(i) Senior managerial personnel as defined in Regulation 16 (d) of SEBI Listing Regulations, 2015:

| Sr. No. | Name | Designation | No. of options granted at an exercise price of ₹ 54.5 (24 April 2024) | No. of options granted at an exercise price of ₹ 126.38 (4 January 2025) |
|---------|----------------------------|---|---|--|
| 1 | Gaurav Kalani | Chief - Financial Officer | 4,08,870 | |
| 2 | Atul Patni | Company Secretary | 69,074 | |
| 3 | Vipin Arora | Senior Executive Vice President - CRE | 8,09,637 | |
| 4 | Vijay Vikram Singh Solanki | Treasurer | 9,14,275 | |
| 5 | Amit Sinha | Executive Vice President - Home Loans, B2C | 6,42,776 | |
| 6 | Niraj Adiani | Executive Vice President - Risk | 4,16,656 | |
| 7 | Kumar Gaurav Pruthi | Executive Vice President - Debt Management Services | 4,56,547 | |
| 8 | Dushyant Poddar | Executive Vice President - Developer Finance | 4,24,852 | |
| 9 | Gagandeep Malhotra | Executive Vice President - Credit & Operations | 4,15,861 | |
| 10 | Anurag Jain | Executive Vice President - Information Technology | 3,83,699 | |
| 11 | Biswaranjan Bastia | Senior Head - Insurance Services | 1,98,834 | |
| 12 | Naman Agarwal | Senior Head - Corporate Audit Services | 2,20,052 | |
| 13 | Amit Kumar Yadav | Chief Compliance Officer | 2,32,915 | |
| 14 | Jasminder Singh Chahal | President - Home Loan | - | 4,86,445 |

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(ii) Employee who were granted options amounting to 5% or more of the options during the year

| Sr. No. | Name and Designation | No. of options granted |
|------------|------------------------------|------------------------------|
| 1 | Atul Jain, Managing Director | 43,79,050 |

(iii) Identified employees who were granted option, 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.

NIL

VII a) Method and Significant Assumptions used during the year to estimate the fair value of options

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

The Assumptions used in the model are as follows:

| Sr. No. | Particulars | Date of grant (24 April 2024) | Date of grant (4 January 2025) |
|------------|---|----------------------------------|-----------------------------------|
| 1. | Risk Free Interest Rate | 7.05% | 6.63% |
| 2. | Expected Option Life | 5 years | 4.51 years |
| 3. | Expected Volatility | 38.46% | 36.57% |
| 4. | Dividend Yield | 0% | 0% |
| 5. | Price of the underlying share in market at the time of the option grant (₹) | 54.50 | 126.08 |

(i) Assumptions:

The above assumptions are computed based on weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model for the grants made during the year. Grant wise basis assumptions is given below:

Stock Price: Closing price on National Stock Exchange of India Ltd. ('NSE') one day prior to date of grant has been considered.

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

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

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

Time to Maturity: The Company has estimated the expected life of the options on the basis of average of minimum and maximum life of the options.

Expected dividend yield: Not Applicable

(ii) No other feature has been considered for fair valuation of options except as mentioned in point VII (a) (i) above

(b) The method used and the assumptions made to incorporate the effects of expected early exercise: Not Applicable

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

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

VIII Diluted earnings per share pursuant to issue of shares on exercise of options calculated in accordance Accounting Standard 20 - Earnings Per Share issued by Central Government or any other relevant accounting standards as issued from time to time ₹ 2.67 per share

IX Relevant disclosures in terms of accounting standards prescribed by Central Government as per section 133 of Companies Act, 2013 including guidance note on accounting for employee share based payments issued in that regard. Same are disclosed in note no 51 to Standalone Financial Statements

X Disclosures in respect of grants made in three years prior to IPO under each ESOP Covered Above
Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made.

Significant assumptions used to estimate the fair value of options:

| Grant Date | Risk Free Interest Rate (%) | Expected Option Life | Expected Volatility (%) | Dividend Yield (%) | Price of the underlying share in market at the time of the option grant (₹) |
|----------------|-----------------------------|----------------------|-------------------------|--------------------|---|
| 24 April 2024 | 7.05% | 3.5 - 6.5 years | 38.46% | Nil | 54.50 |
| 4 January 2025 | 6.63% | 3.5 - 5.5 years | 36.57% | Nil | 126.08 |

Details related to Trust

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

(i) General information on all schemes

| Sr. No. | Particulars | Details |
|---------|--|--|
| 1 | Name of the Trust | Bajaj Housing Finance ESOP Trust |
| 2 | Details of the Trustee (s) | Ganesh Mandhane, Rishi Kapil and Sayantani Dutta |
| 3 | Amount of loan disbursed by Company/any company in the group, during FY2025 | No amount of loan disbursed by Company during FY2025 |
| 4 | Amount of loan outstanding (repayable to Company /any company in the group) as at the end of FY2025 | No amount of loan outstanding (repayable to Company) as at the end of FY2025 |
| 5 | 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 |
| 6 | Any other contribution made to the Trust during FY2025 | Nil |

(ii) Brief details of transactions in shares by the Trust

| Sr. No. | Particulars | No. of equity shares |
|---------|--|----------------------|
| (a) | Number of shares held at the beginning of FY2025 | Nil |
| (b) | Number of shares acquired during FY2025 through | |
| (i) | Primary issuance | Nil |
| (ii) | Secondary acquisition | Not Applicable |
| | 1. Percentage of paid up equity capital as at the end of FY2024 | - |
| | 2. Weighted average cost of acquisition per share | - |
| (c) | Number of shares transferred to the employees along with the purpose thereof | Nil |
| (d) | Number of shares held at the end of FY2025 | Nil |