

BAJAJ

BAJAJ HOLDINGS & INVESTMENT LIMITED

70th ANNUAL REPORT
2014 - 15

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Board of Directors

Rahul Bajaj
Chairman

Sanjiv Bajaj
Managing Director

Madhur Bajaj

Rajiv Bajaj

D J Balaji Rao

S H Khan

Nanoo Pamnani

Manish Kejriwal

Naresh Chandra

P Murari

Dr. Gita Piramal

Audit Committee

Nanoo Pamnani
Chairman

S H Khan

Manish Kejriwal

Naresh Chandra

Stakeholders Relationship Committee

P Murari
Chairman

Nanoo Pamnani

S H Khan

Manish Kejriwal

Dr. Gita Piramal

Nomination and Remuneration Committee

S H Khan
Chairman

D J Balaji Rao

Nanoo Pamnani

Naresh Chandra

Rahul Bajaj

Corporate Social Responsibility Committee

Rahul Bajaj
Chairman

Nanoo Pamnani

Sanjiv Bajaj

CFO

Anant Marathe

Company Secretary

Vallari Gupte

Auditors

Dalal & Shah
Chartered Accountants

Secretarial Auditor

Shyamprasad D Limaye
Company Secretary

Bankers

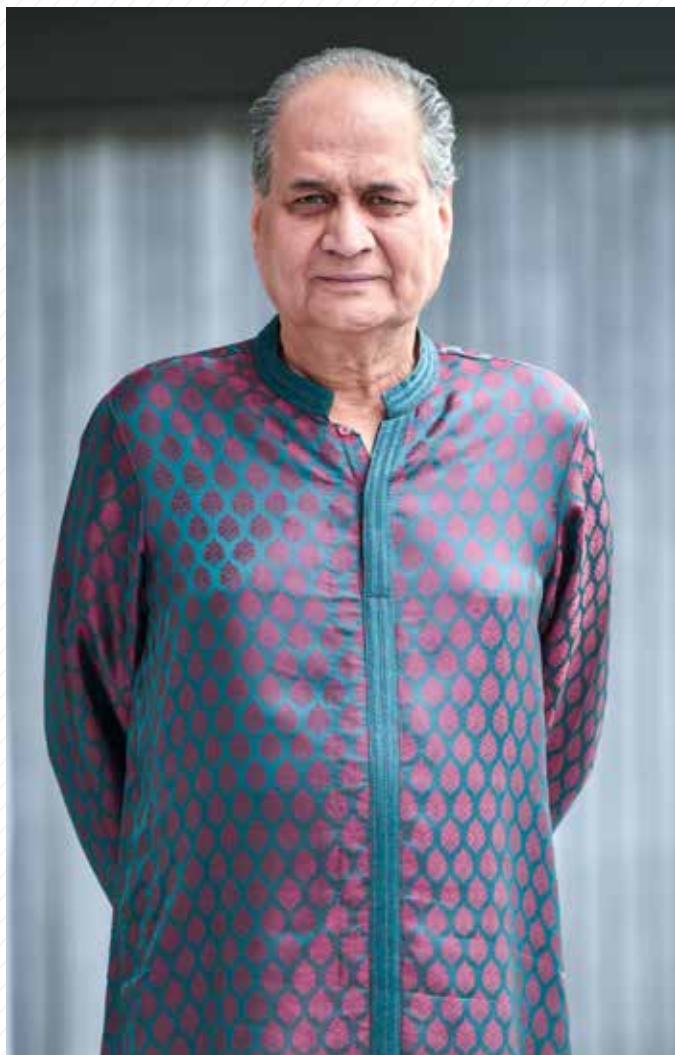
Citibank N A
HDFC Bank

**Registered under the
Companies Act, 1913**

Registered Office

Mumbai-Pune Road,
Akurdi Pune - 411 035

CIN: L35911PN1945PLC004656



Rahul Bajaj
Chairman



Sanjiv Bajaj
Managing Director

Directors' Report

The directors present their Seventieth Annual Report and audited financial statements for the year ended 31 March 2015.

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:

(₹ In Crore)

Particulars	FY2015	FY2014
Total revenue	1,006.46	839.47
Total expenses	41.96	25.70
Profit before tax	964.50	813.77
Tax expense	79.58	85.14
Profit after tax	884.92	728.63
Profit for the year	867.73	733.35
Transfer to Reserve fund u/s 45-IC (1) of Reserve Bank of India Act, 1934	173.55	146.67
Transfer to General reserve	86.77	73.34
Proposed dividend (inclusive of dividend tax)	434.49	390.47
Balance carried to Balance Sheet	172.92	122.87
Earnings per share (₹)	78.0	65.9

The highlights of the **Consolidated Financial Results** are as under:

(₹ In Crore)

Particulars	FY2015	FY2014
Total revenue	558.83	427.72
Profit before tax	513.19	399.57
Income from associates after tax	1,615.41	1,669.11
Profit for the year	2,029.24	1,987.56
Earnings per share (₹)	182.3	178.6

Dividend

The directors recommend for consideration of the shareholders at the ensuing annual general meeting, payment of a dividend of ₹ 32.50 per share (325%) for the year ended 31 March 2015. The amount of dividend and the tax thereon to the extent applicable aggregate to ₹ 434.49 crore.

Dividend paid for the year ended 31 March 2014 was ₹ 30 per share (300%). The amount of dividend and the tax thereon to the extent applicable aggregated to ₹ 390.47 crore.

Share Capital

The paid up equity share capital as on 31 March 2015 was ₹ 111.29 crore. There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

Registration as a Systemically Important Non-Deposit taking NBFC

The Company has been registered with the Reserve Bank of India as a Non-Banking Financial Institution (Non-Deposit taking). In terms of provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, the Company is categorised as a 'Systemically Important Non-Deposit taking Non-Banking Financial Company'. The Company has not accepted public deposits during the year under review. The Company has formed Risk Management Committee and Asset Liability Management Committee in terms of the applicable directions/regulations of the Reserve Bank of India in this regard.

Operations

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report.

De-notification of Special Economic Zone (SEZ) Project

As reported previously, the Company had proposed to set up a sector specific SEZ, at Waluj, Aurangabad, which was notified by the Central Government on 17 April 2007. In response to the application of the Company, the Central Government has de-notified the SEZ Project vide its notification no. F/2/94/2006-SEZ dated 30 July 2014.

Extract of annual return

The extract of annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013, in the prescribed Form MGT-9 is annexed to this Report.

Number of meetings of the Board

There were 6 meetings of the Board held during the year. Detailed information is given in the Corporate Governance Report.

Directors' responsibility statement

As required under clause (c) of sub-section (3) of section 134 of Companies Act, 2013, directors, to the best of their knowledge and belief, state that -

- in the preparation of the annual accounts, the applicable Accounting Standards had been followed alongwith proper explanation relating to material departures;
- the directors had 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 the financial year and of the profit and loss of the Company for that period;

- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Declaration by independent directors

The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6).

Directors' Remuneration Policy and criteria for matters under section 178

Information regarding directors' Remuneration Policy and criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 are provided in the Corporate Governance Report.

Particulars of loans, guarantees or investments

Information regarding loans, guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013 are detailed in the financial statements.

Related party transactions

There were no related party transactions (RPTs) entered into by the Company during the financial year, which attracted the provisions of section 188 of the Companies Act, 2013. There being no 'material' related party transactions as defined under clause 49 of the Listing Agreement, there are no details to be disclosed in Form AOC-2 in that regard.

During the year 2014-15, pursuant to section 177 of the Companies Act, 2013 and clause 49 of the Listing Agreement, all RPTs were placed before the Audit Committee for its prior/omnibus approval.

The policy on RPTs as approved by Board is uploaded on the Company's website www.bhil.in

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

The Company primarily being an investment company and not involved in any industrial or manufacturing activities, the Company has no particulars to report regarding conservation of energy and technology absorption as required under section 134 of the Companies Act, 2013 and Rules made thereunder. During the year under review, the Company did not have any foreign exchange earnings, whereas the foreign exchange outgo amounted to ₹ 138,981.

Risk Management Policy

Information on the development and implementation of a Risk Management Policy for the Company including identification therein of elements of risk which in the opinion of the Board may threaten the existence of the Company is given in the Corporate Governance Report.

Corporate Social Responsibility

Detailed information on Corporate Social Responsibility Policy developed and implemented by the Company on CSR initiatives taken during the year pursuant to section 135 of the Companies Act, 2013 is given in the annexed Annual Report on CSR activities.

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

Information on the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors is given in the Corporate Governance Report.

Subsidiary/joint venture/associates

Following are the companies which are subsidiary/joint venture/associate companies of the Company:

Name of the company	% shareholding of BHIL and its subsidiary	Status
Bajaj Auto Ltd.	31.49%	Associate
Bajaj Finserv Ltd.	39.29%	Associate
Bajaj Auto Holdings Ltd.	100%	Subsidiary
Maharashtra Scooters Ltd.	24%	Joint Venture

Detailed information on the performance and financial position of subsidiary, associates and joint venture of the Company is covered in the Management Discussion and Analysis Report.

As regards Maharashtra Scooters Ltd. (MSL), a company jointly promoted by the Company (erstwhile Bajaj Auto Ltd.) and Western Maharashtra Development Corporation Ltd. (WMDC), WMDC had offered to sell its 27% shareholding in MSL and the Company had confirmed its willingness to purchase these shares. The price at which the shares were to be sold, had been jointly referred to a sole Arbitrator, Justice Arvind V Savant (Retd), with an understanding in writing that the arbitral award would be binding on both.

As reported in the past, the Award of the Arbitrator dated 14 January 2006 valuing the share price of MSL at ₹ 151.63 per share as the rate at which 3,085,712 equity shares of MSL held by WMDC to be sold to the Company, was challenged by WMDC in the Bombay High Court.

After hearing both the parties, the Single Judge Bench of Hon'ble Bombay High Court, vide its order dated 15 February 2010, while confirming the ruling of the Arbitrator on his jurisdiction, the relevant date for valuation, the methodology adopted by the Arbitrator on valuation and the price, set aside the Award of the Learned Arbitrator on the ground that the Arbitral Award goes contrary to the provisions of section 111A of the Companies Act, 1956, which relates to free transferability of shares in a public limited company.

The Company challenged the decision of the Hon'ble Bombay High Court by way of filing an Appeal before the Division Bench of the High Court on various grounds. WMDC filed Cross Objections on the issues regarding jurisdiction, date of valuation, methodology and price.

The matter came up for hearing before the Division Bench of the Hon'ble Bombay High Court in February/March 2015. The Bench has pronounced its Order on 8 May 2015, inter alia, stipulating the following:

1. The Company's Appeal No. 153 of 2010 is allowed and the impugned order of the Single Judge dated 15 February 2010 is set aside in so far as it set aside the Arbitral Award on the ground that clause 7 of the Protocol Agreement was in the nature of a restriction on free transferability of the shares and was therefore contrary to section 111A of the Companies Act, 1956.
2. The Cross Objections filed by the Respondent (WMDC) have no merit and therefore stand dismissed.
3. In the peculiar circumstances of the case and in the interest of justice, the Appellant (BHIL), for the purchase of the 3,085,712 equity shares of MSL, shall pay to the Respondent (WMDC) a sum of ₹ 46.79 crore (calculated at Arbitral Award price of ₹ 151.63 per share) together with simple interest @ 18% per annum from 14 January 2006 (date of Arbitral Award) till payment.

Directors and Key Managerial Personnel

As reported previously, Dr. Gita Piramal was appointed as an additional director in the category of non-executive, independent director of the Company, in the meeting of the Board held on 28 March 2014. Thereafter, at the sixty ninth annual general meeting of the Company held on 17 July 2014, the members of the Company appointed Dr. Gita Piramal as an independent director under the Companies Act, 2013 for a period of 5 years effective from 17 July 2014.

Pursuant to section 149(4) of the Companies Act, 2013, every listed company is required to appoint at least one third of its directors as independent directors. The Board already has one half of its directors in the category of independent directors in terms of clause 49 of the Listing Agreement. The Board therefore, in its meeting held on 28 March 2014 appointed the existing independent directors under clause 49 as 'independent directors' pursuant to Companies Act, 2013 as well, for a term of 5 years, effective from 1 April 2014. The members at the annual general meeting held on 17 July 2014, approved the appointment.

Pursuant to section 203 of the Companies Act, 2013, the Company has appointed Anant Marathe as Chief Financial Officer (CFO) of the Company with effect from 1 October 2014 in place of Kevin D'sa. This change became necessary since as required under the said section 203, Kevin D'sa, who was the CFO of Bajaj Auto Ltd., Bajaj Finserv Ltd. (BFS) and BHIL chose to continue as CFO in Bajaj Auto Ltd. and relinquished his position as CFO of BFS and BHIL with effect from 1 October 2014.

The Company already has Sanjiv Bajaj, Managing Director and Vallari Gupte, Company Secretary as the other Key Managerial Personnel of the Company.

In light of the provisions of the Companies Act, 2013, Rajiv Bajaj retires from the Board by rotation this year and being eligible, offers himself for re-appointment. The information as required to be disclosed under clause 49 of the Listing Agreement in case of re-appointment of the director is provided in the Notice of the ensuing annual general meeting.

Detailed information on the directors is provided in the Corporate Governance Report.

Significant and material orders passed by the regulators or courts

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

Adequacy of internal financial controls

Internal financial controls with reference to the financial statements were adequate and operating effectively.

Presentation of financial statements

The financial statements of the Company for the year ended 31 March 2015 have been disclosed as per Schedule III to the Companies Act, 2013.

Consolidated financial statements

The directors also present the audited consolidated financial statements incorporating the duly audited financial statements of the subsidiaries, including the associates and joint venture and as prepared in compliance with the Companies Act, 2013, applicable Accounting Standards and the Listing Agreement as prescribed by SEBI.

A separate statement containing the salient features of the subsidiaries (including associates and joint venture) in the prescribed form (AOC-1) is annexed separately.

Statutory disclosures

The summary of the key financials of the Company's subsidiary, associate company and joint venture (Form AOC-1), is included in this Annual Report. A copy of audited financial statements of the said companies will be made available to the members of the Company, seeking such information at any point of time. The audited financial statements of the said companies will be kept for inspection by any member of the Company at its registered office during business hours. The same are placed on the Company's website www.bhil.in

As required under the provisions of section 197(12) of the Companies Act, 2013 read with rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the prescribed particulars are set out in an annexure to the Directors' Report. As per provisions of section 136(1) of the said Act, these particulars will be made available to any shareholder on request.

Disclosures as prescribed by Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and other NBFC regulations have been made in this Annual Report.

A Cash Flow Statement for the year 2014-15 is attached to the Balance Sheet.

Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, which came into effect from 9 December 2013, the Company has a Policy on Prevention of Sexual Harassment at Workplace. There was no case reported during the year under review under the said Policy.

Corporate governance

Pursuant to clause 49 of the Listing Agreement with stock exchanges, a separate section titled 'Corporate Governance' has been included in this Annual Report, along with the reports on Management Discussion and Analysis and General Shareholder Information.

All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year 2014-15. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report.

The Managing Director and CFO have certified to the Board with regard to the financial statements and other matters as required in clause 49 of the Listing Agreement and the said certificate is contained in this Annual Report.

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

Auditors

Statutory auditor

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, Dalal & Shah, Chartered Accountants (registration number: 102021W) were appointed by the members at the 69th annual general meeting to hold office until the conclusion of the 72nd annual general meeting, subject to ratification by members at each annual general meeting.

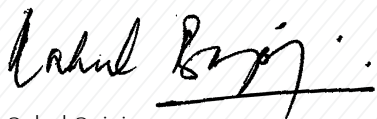
The members are requested to ratify the appointment of Dalal & Shah, Chartered Accountants, (registration number: 102021W) as statutory auditors of the Company and to fix their remuneration for the year 2015-16.

The statutory audit report does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

Secretarial auditor

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules made thereunder the Company has appointed, Shyamprasad D Limaye, (Membership No. 1587) Company Secretaries in Practice to undertake the secretarial audit of the Company. Secretarial Audit Report for the year 2014-15 as issued by him in the prescribed form MR-3 is annexed to this Report. The said Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer made by the secretarial auditor.

On behalf of the Board of Directors,



Rahul Bajaj
Chairman

Pune: 21 May 2015

Annual Report on CSR activities

1. Brief outline of Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes.

Introduction:

The Corporate Social Responsibility (CSR) activities of Bajaj Group are guided by the vision and philosophy of its Founding Father, late Shri Jamnalal Bajaj, who embodied the concept of trusteeship in business and common good, and laid the foundation for ethical, value-based and transparent functioning.

Bajaj Group, thus, took the unprecedented step of using business to serve society over a century ago. Shri Jamnalal Bajaj strongly believed that 'common good was more important than individual gain'. His philosophy has stood the test of time as it has been successfully taken forward by the succeeding generations i.e. firstly by his sons, Shri Kamalnayan Bajaj and Shri Ramkrishna Bajaj and now spearheaded by his grandson Rahul Bajaj. This philanthropic approach has taken the Group to higher levels of success and respect.

Though the Group stands tall in the corporate world, with high ranking in terms of market capitalisation, turnover, profits, range of products and services and various other parameters, Bajaj Group believes that the true and full measure of growth, success and progress lies beyond Balance Sheet or conventional economic indices. It is best reflected in the difference that business and industry make to the lives of people. Through its social investments, Bajaj Group addresses the needs of communities residing in the vicinity of its facilities, taking sustainable initiatives in the areas of health, education, environment conservation, infrastructure and community development and response to natural calamities.

For society, however, Bajaj is more than a corporate identity. It is a catalyst for social empowerment. It is the reason behind the smile that lights up a million faces. Its goodwill resonates in the two simple words that live in the collective consciousness of Indians - Hamara Bajaj.

CSR Policy:

A detailed CSR Policy was framed by the Company with approvals of the CSR Committee and Board taken on 15 May 2014. The Policy, inter alia, covers the following:

- Philosophy
- Scope
- List of CSR activities
- Modalities of execution of projects/programmes
- Implementation through CSR Cell
- Monitoring assessment of projects/programmes

CSR Policy gives an overview of the projects or programmes which are proposed to be undertaken by the Company in the coming years.

The CSR Policy is placed on the Company's website www.bhil.in

2. The composition of the CSR Committee

A Committee of the directors, titled 'Corporate Social Responsibility Committee', was constituted by the Board in its meeting held on 28 March 2014 with the following members:

Rahul Bajaj, Chairman
Nanoo Pamnani
Sanjiv Bajaj

During the year under review, the Committee met four times on 5 August 2014, 9 October 2014, 30 December 2014 and 21 March 2015.

3. Average net profit of the Company for last three financial years prior to 2014-15: ₹ 273.66 crore

4. Prescribed CSR Expenditure (2% of amount as in item No. 3): ₹ 5.47 crore

5. Details of CSR spent during the financial year:

(₹ In Crore)

Particulars					
a. Total amount to be spent					
b. Total amount disbursed					
c. Amount unspent (a-b)					
d. Manner in which the amount spent during the financial year is detailed below :					
Name/ Details of the implementing agency	CSR Project/ Activity identified	Sector in which the project is covered	Location of Project/ programme (Local area or State/District)	Amount outlay/ Approved (₹ In Crore)	Amount spent direct/ overheads (₹ In Crore)
Swachh Bharat Kosh	For Swachh Bharat Mission	Healthcare and sanitation	India	2.50	2.50
Smile Train	To make safe and quality treatment of cleft lip and palate	Healthcare	India	1.50	1.50

NOTES:

- Since 2014-15 is the first year of applicability of section 135 of the Companies Act, 2013, the figure for cumulative expenditure is not being given, as the same is not applicable.
- All amounts mentioned above as spent relate to amounts spent through implementing agency, unless stated otherwise.
- There is no expenditure on overheads in the above list.

6. In case the Company fails to spend the 2% of the average net profit (INR) of the last three financial years, the reasons for not spending the amount shall be stated in the Board report.

- a. Taking into account the commitments made at the Group level for the CSR projects/programmes which are in progress, and considering the project mode of CSR activity, where the project at times extends beyond the financial year there is no shortfall as such in the CSR expenditure as compared to the stipulated 2% of the average net profits of the last three financial years. In fact, the CSR spend plus the commitment is higher than the mandated amount at the Group level.
- b. Further, in addition to what is stated above, Bajaj Group implements many of the CSR initiatives of substantial value through its Group Charitable Trusts operating at various locations in the country.
- c. There are also certain philanthropic/CSR activities/initiatives undertaken by Bajaj Group for the substantial well-being of the people in the community, which are not getting covered under the above CSR report due to the specified format under the applicable Rules.

A separate report on the major initiatives that continued and/or that were taken up anew by the Bajaj Group through such entities during the year under review is hosted on the Company's website www.bhil.in and a physical copy of the same will be made available to any shareholder on request.

7. Responsibility statement, of the CSR Committee, that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company duly signed by Director and Chairperson of the CSR Committee.

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Rahul Bajaj
Chairman

Sanjiv Bajaj
Managing Director

Nanoo Pamnani
Independent Director

Pune: 21 May 2015

Extract Of Annual Return (Form MGT-9)

As on the financial year ended on 31 March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

Corporate identification number (CIN)	L35911PN1945PLC004656
Registration Date	29 November 1945
Name of the Company	Bajaj Holdings & Investment Ltd.
Category/sub-category of the Company	Public Company / Limited by shares (NBFC)
Address of the registered office and contact details	Mumbai-Pune Road, Akurdi, Pune – 411 035 E-mail Id: - vgupte@bhil.in Tel. No: - (020) 66107150
Whether listed company	Yes (BSE and NSE)
Name, address and contact details of the Registrar and Transfer Agent	Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad 500 032. Contact persons M S Madhusudhan Mohd. Mohsinuddin Tel No: (040) 6716 2222 Fax No: (040) 2300 1153 Toll Free No: 1800-345-4001 E-mail: mohsin.mohd@karvy.com Website: www.karvy.com

II. Principal business activities of the Company

Sr. No.	Name and description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1.	Investment activity	6430	97%

III. Particulars of holding, subsidiary and associate Companies

Sr. No	Name of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held as on 31 March 2015	Applicable section
1	Bajaj Auto Ltd.	L65993PN2007PLC130076	Associate	31.49%	section 2(6)
2	Bajaj Finserv Ltd.	L65923PN2007PLC130075	Associate	39.29%	section 2(6)
3	Maharashtra Scooters Ltd.	L35912MH1975PLC018376	Joint venture	24%	section 2(6)
4	Bajaj Auto Holdings Ltd.	U65993MH1979PTC021066	Subsidiary	100%	section 2(87)

IV.Shareholding pattern (equity share capital breakup as percentage of total equity)

i) Category-wise shareholding

Category of shareholders	No. of Shares held at the beginning of the year as on 1 April 2014				No. of Shares held at the end of the year as on 31 March 2015				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1 Indian									
a) Individual/HUF	18,573,605	-	18,573,605	16.69	18,569,605	-	18,569,605	16.69	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	26,131,685	150	26,131,835	23.48	27,275,580	150	27,275,730	24.50	1.02
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	44,705,290	150	44,705,440	40.17	45,845,185	150	45,845,335	41.19	1.02
2 Foreign									
a) NRIs Individual	-	-	-	-	-	-	-	-	-
b) Others Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	44,705,290	150	44,705,440	40.17	45,845,185	150	45,845,335	41.19	1.02
B. Public Shareholding									
1 Institutions									
a) Mutual Funds	2,078,882	875	2,079,757	1.87	1,461,159	875	1,462,034	1.31	(0.56)
b) Banks/FI	2,559,114	10,395	2,569,509	2.31	1,490,995	10,395	1,501,390	1.35	(0.96)
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	6,625,920	300	6,626,220	5.95	6,117,930	300	6,118,230	5.50	(0.45)
g) FIIs	17,815,258	1,425	17,816,683	16.01	14,902,346	1,425	14,903,771	13.39	(2.62)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Any other	-	-	-	-	-	-	-	-	-
• Foreign portfolio Investors	-	-	-	-	5,051,169	-	5,051,169	4.54	4.54
Sub-total (B)(1)	29,079,174	12,995	29,092,169	26.14	29,023,599	12,995	29,036,594	26.09	(0.05)
2 Non Institutions									
a) Bodies Corporate									
i Indian	10,600,880	2,203,995	12,804,875	11.51	10,477,523	2,203,605	12,681,128	11.39	(0.11)
ii Overseas	-	675	675	0.00	-	675	675	0.00	-
b) Individuals	-	-	-	-	-	-	-	-	-
i Individual shareholders holding nominal share capital upto ₹ 1 lakh	7,987,095	1,232,621	9,219,716	8.28	7,811,841	1,159,480	8,971,321	8.06	(0.22)
ii Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	8,760,528	5,629,033	14,389,561	12.93	8,234,895	5,557,081	13,791,976	12.39	(0.54)

i) Category-wise share holding (Contd.)

Category of shareholders	No. of Shares held at the beginning of the year as on 1 April 2014				No. of Shares held at the end of the year as on 31 March 2015				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
c) Any others									
• Non-resident Indians	578,320	12,510	590,830	0.53	517,998	12,510	530,508	0.48	(0.05)
• Foreign nationals	839	-	839	-	-	-	-	-	(-)
• Clearing members	22,125	-	22,125	0.02	11,915	-	11,915	0.01	(0.01)
• Trusts	179,556	-	179,556	0.16	179,383	-	179,383	0.16	(-)
• Foreign Bodies - DR	7,304	-	7,304	0.01	9,996	-	9,996	0.01	-
Sub-total (B)(2)	28,136,647	9,078,834	37,215,481	33.44	27,243,551	8,933,351	36,176,902	32.51	(0.93)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	57,215,821	9,091,829	66,307,650	59.58	56,267,150	8,946,346	65,213,496	58.60	(0.98)
C. Shares held by Custodian for GDRs	280,420	-	280,420	0.25	234,679	-	234,679	0.21	(0.04)
Grand Total (A+B+C)	102,201,531	9,091,979	111,293,510	100.00	102,347,014	8,946,496	111,293,510	100.00	-

ii) Shareholding of promoters

Sr. No	Shareholder's name	Shareholding at the beginning of the year as on 1 April 2014			Shareholding at the end of the year as on 31 March 2015			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Anant Bajaj	746,807	0.67	-	746,807	0.67	-	-
2	Deepa Bajaj	10,575	0.01	-	10,575	0.01	-	-
3	Geetika Bajaj	300,000	0.27	-	300,000	0.27	-	-
4	Kiran Bajaj	744,825	0.67	-	744,825	0.67	-	-
5	Kriti Bajaj	33,000	0.03	-	33,000	0.03	-	-
6	Kumud Bajaj	1,169,934	1.05	-	1,169,934	1.05	-	-
7	Madhur Bajaj	1,863,616	1.67	-	1,863,616	1.67	-	-
8	Minal Bajaj	62,900	0.06	-	62,900	0.06	-	-
9	Neelima Bajaj Swamy	267,719	0.24	-	267,719	0.24	-	-
10	Nimisha Jaipuria	159,785	0.14	-	159,785	0.14	-	-
11	Niraj Bajaj	2,664,238	2.39	-	2,664,238	2.39	-	-
12	Niravnayan Bajaj	479,066	0.43	-	479,066	0.43	-	-
13	Rahul Kumar Bajaj	5,130,285	4.61	-	5,126,285	4.61	-	(0.00)
14	Rajivnayan Bajaj	1,323,050	1.19	-	1,323,050	1.19	-	-
15	Rishabhayan Bajaj	8,500	0.01	-	8,500	0.01	-	-
16	Sanjali Bajaj	9,100	0.01	-	9,100	0.01	-	-
17	Sanjivnayan Bajaj	1,362,724	1.22	-	1,362,724	1.22	-	-
18	Shafali Bajaj	10,000	0.01	-	10,000	0.01	-	-
19	Shekhar Bajaj	1,482,440	1.33	-	1,482,440	1.33	-	-
20	Siddhantnayan Bajaj	7,500	0.01	-	7,500	0.01	-	-
21	Suman Jain	523,504	0.47	-	523,504	0.47	-	-
22	Sunaina Kejriwal	214,037	0.19	-	214,037	0.19	-	-
23	Bachhraj And Company Pvt. Ltd.	2,362,278	2.13	-	2,165,878	1.95	-	(0.18)
24	Bachhraj Factories Pvt. Ltd.	972,587	0.88	-	1,031,287	0.93	-	0.05
25	Bajaj Finance Ltd.	75	0.00	-	75	0.00	-	-
26	Bajaj Sevashram Pvt. Ltd.	2,141,460	1.92	-	2,567,016	2.30	-	0.38
27	Baroda Industries Pvt. Ltd.	835,401	0.75	-	835,401	0.75	-	-

ii) Shareholding of Promoters (Contd.)

Sr. No.	Shareholder's name	Shareholding at the beginning of the year as on 1 April 2014			Shareholding at the end of the year as on 31 March 2015			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
28	Hercules Hoists Ltd.	286,094	0.26	-	286,094	0.26	-	-
29	The Hindustan Housing Company Ltd.	7,200	0.01	-	7,200	0.01	-	-
30	Jamnial Sons Pvt. Ltd.	16,480,155	14.81	-	17,173,481	15.43	-	0.62
31	Kamalnayan Investment & Trading Pvt. Ltd.	55,600	0.05	-	79,850	0.07	-	0.02
32	Madhur Securities Pvt. Ltd.	37,000	0.03	-	66,800	0.06	-	0.03
33	Niraj Holdings Pvt. Ltd.	9,300	0.01	-	44,400	0.04	-	0.03
34	Rahul Securities Pvt. Ltd.	130,000	0.12	-	151,700	0.14	-	0.02
35	Rupa Equities Pvt. Ltd.	124,750	0.11	-	181,900	0.16	-	0.05
36	Sanraj Nayan Investments Pvt Ltd.	2,613,685	2.35	-	2,628,048	2.36	-	0.01
37	Shekhar Holdings Pvt Ltd.	27,500	0.02	-	56,450	0.05	-	0.03
38	Shishir Holdings Pvt Ltd.	150	-	-	150	-	-	-
39	BEL Employees' Welfare Fund	48,600	0.04	-	-	-	-	(0.04)
	Total	44,705,440	40.17	-	45,845,335	41.19	-	1.02

Note: Bajaj Electricals Ltd.(BEL) Employees' Welfare Funds hold 48,600 (0.04%) shares in Bajaj Holdings & Investment Ltd. These holdings were classified as part of Promoters' Shareholdings until the quarter ended 31 December 2014. However, subsequent to the coming into effect of the SEBI (Share based Employee Benefits) Regulations, 2014, such holdings are reclassified as a 'Public Shareholding' with effect from the quarter ended 31 March 2015.

iii) Change in promoters' shareholding

Sr. No.	Name of the promoter	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year 1 April 2014	44,705,440	40.17		
	Date-wise increase/(decrease)				
1	Bachhraj & Company Pvt. Ltd.				
	22-08-2014 - Sale	(196,400)	(0.18)	44,509,040	40.00
2	Bachhraj Factories Pvt. Ltd.				
	30-01-2015 - Purchase	7,220	0.00	44,516,260	40.00
	06-02-2015 - Purchase	2,500	0.00	44,518,760	40.00
	13-02-2015 - Purchase	8,094	0.01	44,526,854	40.01
	20-02-2015 - Purchase	17,686	0.02	44,544,540	40.02
	31-03-2015 - Purchase	23,200	0.02	44,567,740	40.04

iii) Change in Promoters' Shareholding (Contd.)

Sr. No.	Name of the promoter	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
3	Bajaj Sevashram Pvt. Ltd.				
	29-08-2014 - Purchase	196,400	0.18	44,764,140	40.22
	30-01-2015 - Purchase	50,000	0.04	44,814,140	40.27
	06-03-2015 - Purchase	79,229	0.07	44,893,369	40.34
	13-03-2015 - Purchase	63,521	0.06	44,956,890	40.39
	27-03-2015 - Purchase	9,761	0.01	44,966,651	40.40
	31-03-2015 - Purchase	26,645	0.02	44,993,296	40.43
4	BEL Employees' Welfare Funds				
	31-03-2015 - Reclassification	(48,600)	(0.04)	44,944,696	40.38
5	Jamnalaal Sons Pvt. Ltd.				
	05-09-2014 - Purchase	4,000	0.00	44,948,696	40.38
	21-11-2014 - Purchase	106,487	0.09	45,055,183	40.48
	05-12-2014 - Purchase	52,839	0.05	45,108,022	40.53
	12-12-2014 - Purchase	75,000	0.07	45,183,022	40.60
	19-12-2014 - Purchase	455,000	0.41	45,638,022	41.01
6	Kamalnayan Investment & Trading Pvt. Ltd.				
	31-12-2014 - Purchase	24,250	0.02	45,662,272	41.03
7	Madhur Bajaj HUF				
	20-03-2015 - Transfer consequent to partition of HUF	(31,920)	(0.03)	45,630,352	41.00
8	Madhur Bajaj				
	20-03-2015 - Acquisition consequent to partition of HUF	31,920	0.03	45,662,272	41.03
9	Madhur Securities Pvt. Ltd.				
	31-12-2014 - Purchase	29,800	0.03	45,692,072	41.06
10	Niraj Holdings Pvt. Ltd.				
	31-12-2014 - Purchase	35,100	0.03	45,727,172	41.09

iii) Change in Promoters' Shareholding (Contd.)

Sr. No.	Name of the promoter	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
11	Rahul Bajaj				
	29-08-2014 - Sale	(4,000)	(0.00)	45,723,172	41.08
12	Rahul Securities Pvt. Ltd.				
	31-12-2014 - Purchase	21,700	0.02	45,744,872	41.10
13	Rupa Equities Pvt. Ltd.				
	31-12-2014 - Purchase	57,150	0.05	45,802,022	41.15
14	Sanraj Nayan Investment Pvt. Ltd.				
	13-03-2015 - Purchase	5,733	0.00	45,807,755	41.15
	27-03-2015 - Purchase	8,630	0.01	45,816,385	41.16
15	Shekhar Holdings Pvt. Ltd.				
	31-12-2014 - Purchase	28,950	0.03	45,845,335	41.19
	At the end of the year 31 March 2015	45,845,335	41.19		

**iv) Shareholding pattern of top ten shareholders
(other than directors, promoters and holders of GDRs and ADRs)**

Sr. No.	Particulars	Shareholding at the beginning of the year (1 April 2014)		Cumulative shareholding during the year (31 March 2015)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Franklin Templeton Investment Funds				
	At the beginning of the year 1 April 2014	5,106,772	4.59		
	Date wise Increase/(decrease)				
	23-05-2014 - Purchase	300	0.00	5,107,072	4.59
	25-07-2014 - Purchase	62	0.00	5,107,134	4.59
	08-08-2014 - Purchase	1,033	0.00	5,108,167	4.59
	19-09-2014 - Purchase	1,913	0.00	5,110,080	4.59
	30-09-2014 - Purchase	43,561	0.04	5,153,641	4.63
	03-10-2014 - Purchase	37,343	0.03	5,190,984	4.66
	10-10-2014 - Purchase	53,895	0.05	5,244,879	4.71

iv) Shareholding pattern of top ten shareholders
(other than directors, promoters and holders of GDRs and ADRs) (Contd.)

Sr. No.	Particulars	Shareholding at the beginning of the year (1 April 2014)		Cumulative shareholding during the year (31 March 2015)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	17-10-2014 - Purchase	1,478	0.00	5,246,357	4.71
	24-10-2014 - Purchase	19,367	0.02	5,265,724	4.73
	31-10-2014 - Purchase	10,712	0.01	5,276,436	4.74
	07-11-2014 - Purchase	20,987	0.02	5,297,423	4.76
	14-11-2014 - Purchase	277,879	0.25	5,575,302	5.01
	05-12-2014 - Purchase	15,185	0.01	5,590,487	5.02
	12-12-2014 - Purchase	122,496	0.11	5,712,983	5.13
	23-01-2015 - Purchase	44,211	0.04	5,757,194	5.17
	30-01-2015 - Purchase	53,049	0.05	5,810,243	5.22
	6-02-2015 - Purchase	132,439	0.12	5,942,682	5.34
	13-02-2015 - Purchase	44,094	0.04	5,986,776	5.38
	20-02-2015 - Purchase	17,400	0.02	6,004,176	5.39
	27-02-2015 - Purchase	33,423	0.03	6,037,599	5.42
	20-03-2015 - Purchase	146,176	0.13	6,183,775	5.56
	27-03-2015 - Purchase	85,873	0.08	6,269,648	5.63
	At the end of the year 31 March 2015	6,269,648	5.63		
2	Jaya Hind Investments Pvt. Ltd.				
	At the beginning of the year and at the end of the year-No change during the year ended 31 March 2015	5,805,256	5.22	-	-
3	Life Insurance Corporation of India				
	At the beginning of the year 1 April 2014	4,642,844	4.17		
	Date wise Increase/(decrease)				
	17-10-2014 - Sale	(5,000)	(0.00)	4,637,844	4.17
	24-10-2014 - Sale	(13,205)	(0.01)	4,624,639	4.16
	31-10-2014 - Sale	(52,076)	(0.05)	4,572,563	4.11
	07-11-2014 - Sale	(40,587)	(0.04)	4,531,976	4.07
	14-11-2014 - Sale	(354,781)	(0.32)	4,177,195	3.75
	At the end of the year 31 March 2015	4,177,195	3.75		
4	Maharashtra Scooters Ltd.				
	At the beginning of the year and at the end of the year-No change during the year ended 31 March 2015	3,387,036	3.04	-	-

iv) Shareholding pattern of top ten shareholders
(other than directors, promoters and holders of GDRs and ADRs) (Contd.)

Sr. No.	Particulars	Shareholding at the beginning of the year (1 April 2014)		Cumulative shareholding during the year (31 March 2015)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
5	Sikkim Jansewa Pratisthan Pvt. Ltd.				
	At the beginning of the year and at the end of the year-No change during the year ended 31 March 2015	1,829,958	1.64	-	-
6	Acacia Partners, LP				
	At the beginning of the year and at the end of the year-No change during the year ended 31 March 2015	1,777,498	1.60	-	-
7	Acacia Institutional Partners LP				
	At the beginning of the year and at the end of the year-No change during the year ended 31 March 2015	1,171,200	1.05	-	-
8	Niraj Bajaj				
	At the beginning of the year and at the end of the year-No change during the year ended 31 March 2015	1,092,075	0.98	-	-
9	LIC of India Market Plus Growth Fund				
	At the beginning of the year 1 April 2014	1,015,705	0.91		
	Date wise Increase/(decrease)				
	10-10-2014 - Sale	(434)	(0.00)	1,015,271	0.91
	21-11-2014 - Sale	(24,333)	(0.02)	990,938	0.89
	28-11-2014 - Sale	(285)	(0.00)	990,653	0.89
	05-12-2014 - Sale	(30,000)	(0.03)	960,653	0.86
	12-12-2014 - Sale	(45,406)	(0.04)	915,247	0.82
	16-01-2015 - Sale	(8,226)	(0.01)	907,021	0.81
	06-02-2015 - Sale	(1,102)	(0.00)	905,919	0.81
	At the end of the year 31 March 2015	905,919	0.81		
10	Templeton India Equity Income Fund				
	At the beginning of the year 1 April 2014	795,121	0.72		
	Date wise Increase/(decrease)				
	23-05-2014 - Purchase	25,000	0.02	820,121	0.74
	At the end of the year 31 March 2015	820,121	0.74		

v) Shareholding of Directors and Key Managerial Personnel

Sr.No	Name of the Director/ Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Rahulkumar Bajaj				
	At the beginning of the year 1 April 2014	5,130,285	4.61		
	Date-wise Increase/(decrease)				
	23-12-2014 - Sale	(4,000)	(0.00)	5,126,285	4.61
	At the end of the year 31 March 2015	5,126,285	4.61		
2	Sanjivnayan Bajaj				
	At the beginning of the year and at the end of the year-No change during the year ended 31-03-2015	1,362,724	1.22	-	-
3	Rajivnayan Bajaj				
	At the beginning of the year and at the end of the year-No change during the year ended 31-03-2015	1,323,050	1.19	-	-
4	Madhur Bajaj				
	At the beginning of the year and at the end of the year-No change during the year ended 31-03-2015	1,863,616	1.67	-	-
5	Manish Kejriwal				
	At the beginning of the year and at the end of the year-No change during the year ended 31-03-2015	100	0.00	-	-

Note: (1) Shareholding of all the other Directors - Nil

(2) Vallari Gupte (Company Secretary) and Anant Marathe (Chief Financial Officer)
do not hold any shares in the Company.

V. Indebtedness

As on 31 March 2015, indebtedness of the Company including interest outstanding/accrued but not due for payment is nil.

VI. Remuneration of the directors and key managerial personnel

A. Remuneration to Managing Director (MD), Whole-time Directors and/or Manager

(In ₹)

Sr. No.	Particulars of remuneration	Sanjiv Bajaj (MD)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14,722,500	14,722,500
	(b) Value of perquisites under section 17(2) of Income-tax Act, 1961	3,415,884	3,415,884
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		
2	Stock options	-	-
3	Sweat equity	-	-
4	Commission		
	- as % of profit	-	-
	- others (thrice the annual basic salary)	41,940,000	41,900,000
5	Others - Contribution to Provident Fund etc.	2,943,290	2,943,290
	TOTAL (A)	63,021,674	63,021,674
	Ceiling as per the Act		477,000,000

Notes: Salary and perquisites include all elements of remuneration i.e. salary, allowances and benefits. No bonus, pension and performance linked incentive is paid to any of the directors. The Company has not issued any stock options to any of the directors. The term of Managing Director does not exceed five years.

Appointment of Managing Director is governed by a service contract for a period of 5 years and notice period is of 90 days and is in compliance with the applicable provisions of the Companies Act, 2013.

B. Remuneration to other directors

1. Independent Directors

(In ₹)

Particulars of remuneration	D J Balaji Rao	S H Khan	Nanoo Pamnani	Naresh Chandra	P Murari	Dr. Gita Piramal	Total amount
i. Fee for attending Board/Committee meetings	300,000	650,000	650,000	600,000	150,000	350,000	2,700,000
ii. Commission	300,000	650,000	650,000	600,000	150,000	350,000	2,700,000
iii. Other	-	-	-	-	-	-	-
TOTAL (B)(1)	600,000	1,300,000	1,300,000	1,200,000	300,000	700,000	5,400,000

B. Remuneration to other directors (Contd.)**2. Non-Executive Directors**

(In ₹)

Particulars of remuneration	Rahul Bajaj	Madhur Bajaj	Rajiv Bajaj	Manish Kejriwal	Total
i. Fee for attending Board/Committee Meetings	400,000	300,000	150,000	550,000	1,400,000
ii. Commission	400,000	300,000	150,000	550,000	1,400,000
iii. Other	-	-	-	-	-
TOTAL (B)(2)	800,000	600,000	300,000	1,100,000	2,800,000
TOTAL (B)(1) + (B)(2)					8,200,000
Total Managerial Remuneration					71,221,674
Overall ceiling as per the Act					572,400,000

Note: Overall ceiling as per Act is not applicable to sitting fees paid to non-executive directors.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(In ₹)

Sr. No.	Particulars of remuneration	Key Managerial Personnel			Total amount
		Company Secretary	Chief Financial Officer*		
		Vallari Gupte	Kevin D'sa (From 1 April 2014 to 30 Sept 2014)	Anant Marathe (from 1 October 2014 to 31 March 2015)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,476,206	1,250,000	1,206,302	3,932,508
	(b) Value of perquisites under section 17 (2) of Income-tax Act, 1961	25,000		10,800	35,800
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	-	-	-	-
2	Stock options	-	-	-	-
3	Sweat equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others	-	-	-	-
5	Others - Contribution to Provident Fund etc.	134,146	-	85,810	219,956
	TOTAL (C)	1,635,352	1,250,000	1,302,912	4,188,264

* Kevin D'sa was CFO for the first 6 months in 2014-15, while Anant Marathe was CFO for the last 6 months in 2014-15. Their remuneration is accordingly disclosed for the period in which they were designated as CFO. These figures refer to the amounts debited by Bajaj Auto Ltd. towards the deputation made to the Company.

VII. Penalties/Punishment/Compounding of offences:

During the year 2014-15, there were no penalties/punishment/compounding of offences under the Companies Act, 2013.

Secretarial Audit Report (Form 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 2015.

To the Members

Bajaj Holdings & Investment Ltd.,

L35911PN1945PLC004656

Mumbai-Pune Road,

Akurdi, Pune 411035.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bajaj Holdings & Investment Ltd., (hereinafter called as 'the Company'). 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 Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31 March 2015, 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 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent applicable for Foreign Direct Investment.
- (v) 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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Rules, Regulations, Guidelines and Directions issued by the Reserve Bank of India as are applicable to Non-Deposit taking NBFC; which are specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors. The composition of the Board of Directors is in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board meetings, including Committees thereof, alongwith 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.

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.

Pune: 21 May 2015

Shyamprasad D Limaye
FCS No. 1587 C P No.: 572

Auditors' certificate regarding compliance of conditions of Corporate Governance

To the Members of **Bajaj Holdings & Investment Ltd.**

We have examined the compliance of conditions of Corporate Governance by Bajaj Holdings & Investment Ltd., for the year ended 31 March 2015, as stipulated in clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to 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.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We 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.

For Dalal & Shah
Firm Registration Number : 102021W
Chartered Accountants

Russell I Parera
Partner
Membership Number : 42190

Pune: 21 May 2015

Declaration by Chief Executive Officer (CEO)

I, Sanjiv Bajaj, Managing Director of Bajaj Holdings & Investment Ltd. hereby declare that all the Board members and Senior Management personnel have affirmed for the year ended 31 March 2015 compliance with the Code of Conduct as laid down by the Company.

Sanjiv Bajaj
Managing Director

Pune: 21 May 2015

Certificate by Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

We, Sanjiv Bajaj, Managing Director and Anant Marathe, CFO of Bajaj Holdings & Investment Ltd., certify to the Board:

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31 March 2015 and that to the best of our knowledge and belief;
 - these statements do not contain any materially untrue statement nor omit any material fact or contain statements that might be misleading, and
 - these statements together present a true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations;
2. That there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct;
3. That we accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify the identified deficiencies; and
4. That we have informed the auditors and the Audit Committee of:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

Sanjiv Bajaj
Managing Director

Anant Marathe
Chief Financial Officer

Pune: 21 May 2015

Management Discussion and Analysis

Background

The Company (BHIL), is registered with the Reserve Bank of India as a Non-Banking Financial Institution and is categorised as 'Systemically Important Non-Deposit taking NBFC' (NBFC-ND-SI). BHIL came into existence subsequent to the demerger in 2007-08 of erstwhile Bajaj Auto Ltd. into three entities Bajaj Auto Ltd., Bajaj Finserv Ltd. and erstwhile Bajaj Auto Ltd. which was rechristened as Bajaj Holdings & Investment Ltd. The demerger was done to bring greater focus to the core businesses, enable investors to hold separate focused stocks, facilitate more transparent benchmarking of the companies with its peers in their respective industries and to eventually unlock the value of the shares of the Company.

Demerger has unlocked shareholder value as evidenced by the increase in the combined market capitalisation of three entities - ₹ 94,972 crore as on 31 March 2015 compared to ₹ 24,542 crore as on 31 March 2007 of erstwhile Bajaj Auto Ltd., a CAGR of 18% v/s 10% of Sensex for the corresponding period.

BHIL is essentially an investment company. As on 31 March 2015, the Company held

- strategic stakes of 31.49% in Bajaj Auto Ltd.(BAL), 39.29% in Bajaj Finserv Ltd. (BFS) and 24% in Maharashtra Scooters Ltd.(MSL), the results of which it consolidated and
- other investments and investment property of ~ ₹ 6,600 crore at market value.

Economy and markets

Financial year 2014-15 (FY2015) began on a positive note. There was a clear mandate for political stability. The National Democratic Alliance won over 300 seats in the Lok Sabha with the Bharatiya Janata Party (BJP) alone securing an outright majority — which occurred for the first time since December 1984.

The country seems to be witnessing a slow but perceptible pick-up in growth. Gross Value Added (GVA), the newly calculated measure of national income, grew by 7.5% in 2014-15 versus 6.6% in 2013-14. In addition, there has been the benefit of significantly reduced crude oil prices which, alongwith lower food prices, has led to a drop in consumer price inflation from an average of 8.69% between 2012 and 2015 to 5.17% in March of 2015. The current account deficit is at 1.7% of GDP, which is far better than what it was earlier. The Reserve Bank of India (RBI) cut policy rate by 50 basis points and also cut the statutory liquidity ratio (SLR) in three tranches.

As a result, Sensex and BSE Midcap index closed FY2015 with returns of 24.9% and 49.6% respectively. Mid-caps outperformed large caps substantially. Financials, capital goods, technology, pharmaceuticals and automobiles outperformed the Sensex while metals, energy and consumers underperformed.

Despite the easing of liquidity and reduction in policy rates, credit growth at 9.5% was the lowest in the last 18 years. Low credit growth coupled with high non-performing assets (NPAs) resulted in banks being reluctant to pass on the benefits of the eased liquidity and rate cuts.

By the end of FY2015 markets started correcting and the same continued to date. Sensex dropped by nearly 7% over March ~ April 2015. The unseasonal rains brought to fore agricultural and farmer distress and its negative impact on economy. Furthermore, worries over Greek exit from Eurozone, continued slowdown in Asia's biggest economy (China) and less than normal monsoon prediction for India weighed heavily on investors.

Results

BHIL, being an investment company, is largely dependent on the stock and money markets. The surge in equity markets enabled the Company to book profits on some of its investments. As a result, BHIL's standalone profit for the year increased by 18% to ₹ 867.73 crore in FY2015 v/s ₹ 733.35 crore in FY2014.

Particulars	(₹ In Crore)		
	FY2014	FY2015	%
Standalone revenue	839.47	1,006.46	↑ 19.89%
Standalone profit for the year	733.35	867.73	↑ 18.32%
Consolidated revenue *	427.72	558.83	↑ 30.65%
Consolidated profit for the year	1,987.56	2,029.24	↑ 2.10%

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

Standalone results

Total revenue of the Company is summarised as given in Table 1.

Table 1: Summary of Total revenue

Particulars	(₹ In Crore)	
	FY2014	FY2015
Interest	204.84	207.25
Dividend		
From associates, subsidiary and joint venture	427.81	474.24
From others	51.83	55.06
Profit on sale of investments, net		
From equity investments	64.38	164.38
From fixed income investments	39.38	49.28
Rent from investment property	9.69	16.16
Others	1.68	5.85
Revenue from operations	799.61	972.22
Interest on income tax refund	36.37	30.45
Other income	3.49	3.79
Total revenue	839.47	1,006.46

Investments

The Company, being a NBFC-ND-SI, is required to comply with the prudential norms prescribed by RBI.

The investment policy of the Company details out asset allocations meticulously with the objective of balancing risks with adequate return. As per the said investment policy, a minimum of 40 % of surplus funds at cost (excluding strategic investments) are to be invested in fixed income securities and a maximum of 60 % of the surplus funds at cost into equity and equity linked products.

The investment portfolio is managed by an Investment Committee comprising members of the Management and approved by the Board. The Committee meets at least once in a month to decide on the asset allocation within and between debt and equity segments. The execution of investment transactions is monitored on regular basis with reference to target price. The Committee also lays down benchmarking and other operating guidelines.

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

Table 2: Position of investments held by the Company

(₹ In Crore)

Particulars	FY2014			FY2015		
	Cost	Market value	% to Total surplus (At cost)	Cost	Market value	% to Total surplus (At cost)
a) Strategic investments - equity	1,188	24,598		1,188	27,964	
b) Other equities						
Other listed equities	1,271	2,174	30.1	1,241	2,712	25.7
Unlisted equities	357	357	8.5	429	429	8.9
Mutual funds – equity based	28	28	0.7	27	27	0.6
subtotal	1,656	2,559	39.3	1,697	3,168	35.2
c) Fixed income securities						
Government securities	143	143	3.4	1,727	1,775	35.9
Debentures and bonds	1,859	1,877	44.1	1,008	1,065	20.9
Mutual funds	203	203	4.7	208	208	4.3
Certificate of Deposit (CD)	117	117	2.8	116	116	2.4
Commercial Paper (CP)	-	-	-	23	23	0.5
Fixed deposits with banks	240	240	5.7	40	40	0.8
subtotal	2,562	2,580	60.7	3,122	3,227	64.8
Total (b+c)	4,218	5,139	100.0	4,819	6,395	100.0
d) Investment in property	200	200		206	206	
e) Grand total (a+b+c+d)	5,606	29,937		6,213	34,565	

Equity investments

Strategic/group investments

BHIL, subsequent to the demerger in 2007-08, is holding strategic/group investments, as set out in Table 3.

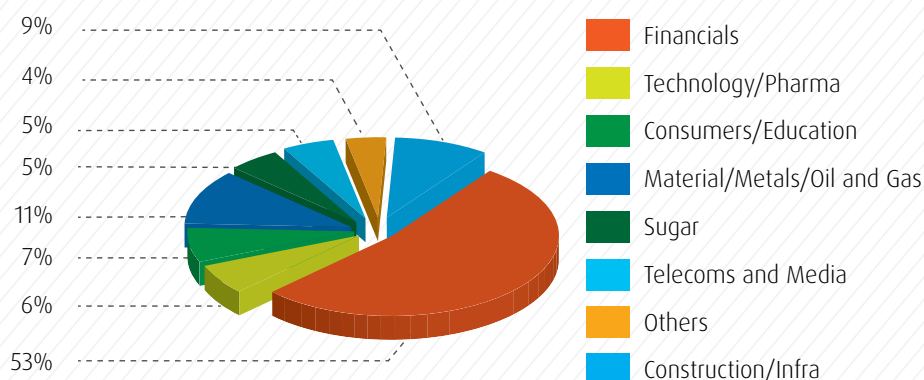
Table 3: Position of strategic/group investments held by the Company as on 31 March 2015

Equity shares held in	(₹ In Crore)	
	Cost	Market value
Bajaj Auto Ltd.	286.22	18,375.06
Bajaj Finserv Ltd.	743.82	8,814.66
Bajaj Auto Holdings Ltd.	0.25	0.25
Maharashtra Scooters Ltd.	0.24	241.63
Bajaj Electricals Ltd.	111.77	385.97
Mukand Ltd.	32.89	37.81
Hercules Hoists Ltd.	12.34	108.36
Mukand Engineers Ltd.	0.10	0.14
Total	1,187.63	27,963.88

Other equities

BHIL believes in a balanced equity portfolio. It varies dynamically within the upper ceiling based on the Company's views of returns from public equity markets as well as opportunities in the private equity space. This allows for a fair balance of liquidity and return. The Company invests in equities with a 3-5 year holding horizon though it has held some valuable stocks for more than 10 years. Over the past few years, the Company has diversified its portfolio across sectors thus boosting returns and managing risk. The Chart A below shows the sector specific stock allocation as on 31 March 2015.

Chart A: Sectoral allocation of other equities (at cost)



BHIL's other equities portfolio is a combination of listed and unlisted investments. Listed investments dominate the pie with a 73.1% share of other equity investments as BHIL believes in managing its liquidity risk while generating returns from growth investments.

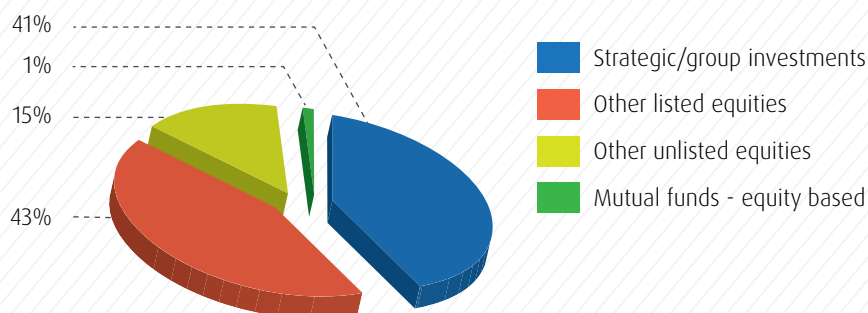
BHIL's investments in unlisted companies are in National Stock Exchange of India Ltd., BSE (Bombay Stock Exchange) Ltd., National Multi-Commodity Exchange of India Ltd. and Ujjivan Financial Services Pvt. Ltd. BHIL's largest unlisted equity investment is NSE which continues to perform well. In FY2015, BHIL invested in Ujjivan which is growing rapidly in microfinance and is a well-managed and profitable NBFC.

BHIL used the market rallies to book gains especially in H1 FY2015 as expectations from the new government rose. BHIL booked profits by part selling investments like ICICI Bank, CARE, Power Finance, United Phosphorus, BHEL and Tata Steel, while it completely exited Force Motors, Oil India, AIA Engineering and Sintex Industries.

Key new stocks bought in FY2015 include Tech Mahindra, Treehouse Education, IPCA Laboratories and Marico while Coal India, L&T and NMDC were existing investments where it purchased additional shares.

BHIL maintained its exposure to other equities at 49.5% as of end FY2015 v/s 49.8% at market value as of end FY2014. While the exposure to other equities in terms of market value appears to be unchanged, there is significant change in stock allocation. In FY2015, BHIL re-balanced the sector weights of other equities portfolio by enhancing allocation to companies in technology, pharma, education and consumer sectors thus reducing downside risk.

Chart B: Composition of equity investments (at cost)



BHIL's other equities portfolio generated returns of 33.3% for FY2015 outperforming the Sensex. BHIL's other equities portfolio has a high weight in financials (53.3% of other equities portfolio at cost) as a proxy for growth in the domestic economy. In FY2015, various mid-cap and small cap investments like CARE, Bharti Infratel, Axis Bank, United Phosphorus, Treehouse Education, Tech Mahindra and Container Corporation outperformed the Sensex while investments in IPCA Laboratories, Tata Steel and NMDC underperformed the markets. ICICI Bank performed nearly in line with the Sensex.

Fixed income investments

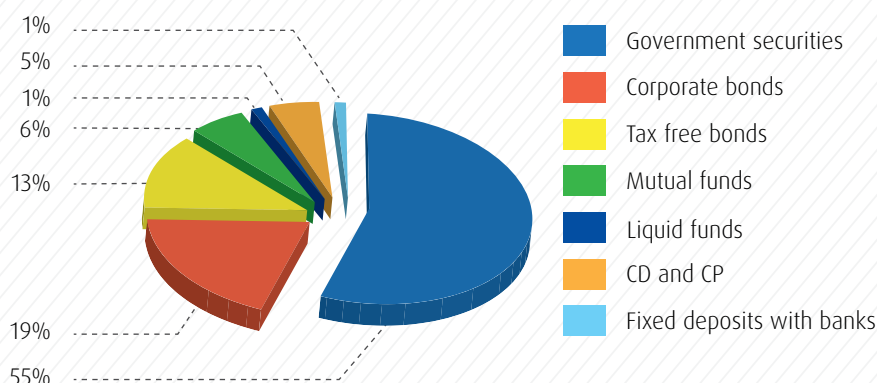
FY2015 turned out to be just the opposite of previous year with bond market witnessing one of the sharpest rally in recent times as macro-economic condition turned positive. The benchmark 10 year government bond yield dropped by 1.10% to close the year at yield of 7.74%. The Reserve Bank of India was able to achieve its inflation target and rewarded markets by cutting its policy repo rate by 50 basis points to 7.50%.

With improving macro-economic environment and expectation of downward movement in interest rates, BHIL continued its strategy of increasing duration by investing in liquid long dated government securities. The Company increased portfolio duration from 4 to 7 years during the year. With corporate bonds not offering value as spreads narrowed to historic low mainly on account of fully utilised sovereign limits of foreign institutional investors, portfolio allocation

which was concentrated in corporate bonds (56%) at start of the year was changed towards government securities (55%). Allocation towards government securities added more liquidity and enhanced credit quality of the portfolio. Portfolio yield at the end of year was 8.7%. Fixed income portfolio delivered a total return of 12.5% for FY2015 and 11.2% for 3 years since FY2013.

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

Chart C: Composition of fixed income portfolio (at cost)



Consolidated results

Consolidated financial results include results of 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 subsidiary	Consolidated as
a. Bajaj Auto Ltd.	31.49%	Associate
b. Bajaj Finserv Ltd.	39.29%	Associate
c. Bajaj Auto Holdings Ltd.	100%	Subsidiary
d. Maharashtra Scooters Ltd.	24%	Joint venture

BHIL's performance on consolidated basis was slightly affected by a one-time charge of ₹ 340 crore of its associate, Bajaj Auto Ltd. on account of liability towards 'National Calamity Contingent Duty' (NCCD) of its Pantnagar plant for about past eight years as per ruling of Honourable High Court of Uttarakhand.

Table 5: Summarised consolidated financials of BHIL

Particulars	FY2014	FY2015
Total revenue	427.72	558.83
Income from associates after tax	1,669.11	1,615.41
Profit before tax	2,068.68	2,128.60
Profit for the year	1,987.56	2,029.24

(₹ In Crore)

Status of subsidiary, associates and joint venture

Subsidiary

Bajaj Auto Holdings Ltd. (BAHL)

BAHL is a 100% subsidiary of BHIL. The summary of financial results is given below:

Table 6: Summary financial results

Particulars	(₹ In Crore)	
	FY2014	FY2015
Total revenue	2.25	9.83
Profit before tax	2.19	9.78
Profit for the year	1.49	7.19
Profit attributable to BHIL (100%)	1.49	7.19

Associates

Bajaj Auto Ltd. (BAL)

The summary of consolidated financial results of BAL is given below:

Table 7: Summary consolidated financial results

Particulars	(₹ In Crore)	
	FY2014	FY2015
Total revenue	20,840.10	22,198.22
Profit before tax *	4,800.39	4,296.67
Profit for the year *	3,380.28	3,025.63
Profit attributable to BHIL (31.49%)	1,064.43	952.74

* after one-time exceptional charge of ₹ 340 crore towards NCCD liability.

Bajaj Finserv Ltd. (BFS)

The summary of consolidated financial results of BFS is given below:

Table 8: Summary consolidated financial results

Particulars	(₹ In Crore)	
	FY2014	FY2015
Total revenue	6,026.01	7,590.38
Profit before tax	2,901.61	3,246.15
Profit for the year	1,544.08	1,689.79
Profit attributable to BHIL (39.29%)	604.68	662.67

Joint venture

Maharashtra Scooters Ltd. (MSL)

The summary of financial results of MSL is given below:

Table 9: Summary of financial results

Particulars	(₹ In Crore)	
	FY2014	FY2015
Total revenue	57.53	69.86
Profit before tax	47.60	54.76
Profit for the year	47.60	54.76
Profit attributable to BHIL (24%)	11.42	13.14

Cautionary statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include global economy, political stability, stock performance on stock markets, changes in government regulations, tax regimes, economic developments and other incidental factors. Except as required by law, the Company does not undertake to update any forward-looking statements to reflect future events or circumstances. Investors are advised to exercise due care and caution while interpreting these statements.

Corporate Governance

The commitment of Bajaj Group to the highest standards of good corporate governance practices predates SEBI and clause 49 of the Listing Agreements. Ethical dealings, transparency, fairness, disclosure and accountability are the main thrust to the working of the Bajaj Group. Bajaj Holdings & Investment Ltd. ('the Company' or 'BHIL') maintains the same tradition and commitment.

SEBI vide its circular No. CIR/CFD/POLICY CELL/2/2014 dated 17 April 2014 and as subsequently amended by circular dated 15 September 2014 notified the revised clause 49 of the Listing Agreement to be applicable with effect from 1 October 2014.

This Report therefore states compliance as per requirements of the Companies Act, 2013, revised clause 49 and NBFC Regulations as applicable to the Company.

As will be seen, the Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements in accordance with the provisions of clause 49 of the Listing Agreement.

Board of Directors

In keeping with the commitment of the Management 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 executive and independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

Composition

As on 31 March 2015, the Board of the Company consisted of eleven directors, of whom one was executive (Managing Director), six were non-executive independent (including one woman director) and four were non-executive and non-independent. The Board has no institutional nominee director. The Company has a Non-executive Chairman.

According to clause 49, if the non-executive chairman is a promoter, at least one half of the Board of the Company should consist of independent directors. As Table 1 shows, the Company is in compliance with the requirements.

Number of meetings of the Board

During the financial year 2014-15, the Board met 6 times, viz. 15 May 2014, 17 July 2014, 10 September 2014, 15 October 2014, 15 January 2015 and 25 March 2015. The gap between any two meetings has been less than one hundred and twenty days.

Attendance record of directors

Table 1: Composition of the Board and attendance record of directors for 2014-15

Name of director	Category	Relationship with other directors	Meetings attended	Whether attended last AGM
Rahul Bajaj	Chairman, non-executive	Father of Rajiv Bajaj and Sanjiv Bajaj, father-in-law of Manish Kejriwal	6/6	Yes
Sanjiv Bajaj	Managing Director, executive	Son of Rahul Bajaj, brother of Rajiv Bajaj, brother-in-law of Manish Kejriwal	6/6	Yes
Madhur Bajaj	Non-executive	-	6/6	Yes
Rajiv Bajaj	Non-executive	Son of Rahul Bajaj, brother of Sanjiv Bajaj, brother-in-law of Manish Kejriwal	3/6	No
D J Balaji Rao	Non-executive, independent	-	5/6	Yes
S H Khan	Non-executive, independent	-	6/6	Yes
Nanoo Pamnani	Non-executive, independent	-	6/6	Yes
Manish Kejriwal	Non-executive	Son-in-law of Rahul Bajaj, brother-in-law of Rajiv Bajaj and Sanjiv Bajaj	6/6	Yes
Naresh Chandra	Non-executive, independent	-	6/6	Yes
P Murari	Non-executive, independent	-	3/6	No
Dr. Gita Piramal	Non-executive, independent	-	6/6	Yes

Non-executive directors' compensation

The Board at its meeting held on 28 March 2014, revised the sitting fees payable to non-executive directors, including independent directors to ₹ 50,000, for every meeting of the Board or Committees of the Board attended by them as member effective 1 April 2014.

Non-executive directors of the Company are being paid, in addition to the sitting fee of ₹ 50,000 per meeting for every meeting of the Board and its Committees, commission at the rate of ₹ 50,000 per meeting of the Board and its Committees attended by them, subject to the overall ceiling of one percent of the net profits.

The shareholders of the Company vide a special resolution passed at the annual general meeting held on 14 July 2011 have by way of an enabling provision approved the payment of commission upto a sum not exceeding one percent of the net profits of the Company, calculated in accordance with the provisions of section 198, 349 and 350 of Companies Act, 1956 (corresponding to sections 197 and 198 of the Companies Act, 2013), to the directors (other than the Managing Director) as may be decided by the Board of Directors in respect of the profits of the Company for each year, for a period upto 31 March 2016.

In view of the increased demands on non-executive directors' participation in Board and Committee meetings, the Board at its meeting held on 25 March 2015, increased the commission payable to non-executive directors to ₹ 100,000 per meeting of Board and Committee meetings attended by them during the balance term upto 31 March 2016, with effect from 1 April 2015, within the overall ceiling of one percent of the net profits of the Company.

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

Information supplied to the Board

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the Company, especially those that require deliberation at the highest level. Presentations are also made to the Board by different functional heads on important matters from time to time. Directors have separate and independent access to officers of the Company. In addition to items which are 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 Management to the Board of the Company is far ahead of the list mandated under clause 49 of the Listing Agreement.

Pursuant to the requirement under the NBFC regulations, the following information is also being placed before the Board at regular intervals:

- i. Progress made in putting in place a progressive risk management system, risk management policy and strategy followed.
- ii. Conformity with the prescribed corporate governance standards.
- iii. Minutes of Risk Management Committee and Asset Liability Management Committee meetings.

Orderly succession to Board and Senior Management

The Board of the Company satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

Directorships and memberships of Board Committees

Details of directorships and memberships in the various committees as held by the directors of the Company are given in Table 2.

Table 2: Number of directorships/committee positions of directors as on 31 March 2015

Name of the director	Directorships			Committee positions in listed and unlisted public limited companies	
	In listed companies	In unlisted public limited companies	In private limited companies	As Chairman	As Member
Rahul Bajaj	4	2	7	-	-
Sanjiv Bajaj	6	4	7	-	7
Madhur Bajaj	6	-	3	-	-
Rajiv Bajaj	4	1	-	-	2
D J Balaji Rao	7	-	-	3	4
S H Khan	5	2	1	4	5
Nanoo Pamnani	4	-	-	5	2
Manish Kejriwal	3	1	-	-	3
Naresh Chandra*	9	-	1	-	10
P Murari	7	1	-	2	4
Dr. Gita Piramal	3	-	3	-	3

*Out of the total directorships, Naresh Chandra holds position of 'non-executive non-independent' director in two companies.

Notes: None of the directors holds 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 of a public company are included.

As per declarations received, none of the directors serves as an independent director in more than 7 listed companies. Further, whole-time director in the Company does not serve as an independent director in more than 3 listed companies.

None of the directors was a member in more than 10 committees, nor a chairman in more than 5 committees across all companies, in which he was a director.

For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. Only audit committee and stakeholders relationship committee are considered for the purpose of reckoning committee positions.

Review of legal compliance reports

During the year, the Board periodically reviewed compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

Code of Conduct

Revised clause 49 of the Listing Agreement 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 Companies Act, 2013.

The Company pursuant to erstwhile clause 49, already had a Code of Conduct for Directors and members of Senior Management.

As required under the revised clause 49, the Board at its meeting on 10 September 2014 adopted a revised Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on the Company's website www.bhil.in

All Directors and Senior Management personnel have affirmed compliance with the new Code for 2014-15. A declaration to this effect signed by the Managing Director is given in this Annual Report.

Maximum tenure of independent directors

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and clause 49 of the Listing Agreement.

Formal Letter of appointment to independent directors

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013 and clause 49 of the Listing Agreement. The terms and conditions of appointment of independent directors are placed on the Company's website www.bhil.in

Performance evaluation

Pursuant to the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its own performance, and that of its Committees and individual directors. Manner in which such formal annual evaluation was made by the Board is given below:

- Performance evaluation criteria for Board, Committees of the Board and Directors were approved by the Board at its meeting held on 10 September 2014. The criteria are placed on the Company's website www.bhil.in
- Based on the said criteria, rating sheets were filled by each of the directors towards the end of the year with regard to evaluation of performance of the Board, its Committees and Directors (except for the director being evaluated) for the year under review.
- A consolidated summary of the ratings given by each of the director was then prepared, based on which a report of performance evaluation was prepared by the Chairman in respect of the performance of the Board, its Committees and the Directors during the year under review.
- The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and Board at their meetings held in March 2015.
- As per the report of performance evaluation, the Board is required to determine, inter alia, whether to continue the term of appointment of the independent director. During the year under review, there was no such occasion to decide on the continuance of the term of appointment of any of the independent directors and hence the question of taking a decision on their re-appointment did not arise.

Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration Policy, providing (a) criteria for determining qualifications, positive attributes and independence of directors and (b) a policy on remuneration for directors, key managerial personnel and other employees. The detailed Remuneration Policy is placed on the Company's website www.bhil.in

Board Diversity Policy

In compliance with provisions of clause 49 of the Listing Agreement, the Board through its Nomination and Remuneration Committee has devised a Policy on Board Diversity. The objective of the Policy is to ensure that the Board is comprised of adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company.

It may be noted that the Board composition as at present broadly meets with the above objective.

Familiarisation programme

With a view to familiarise the independent directors with the Company's operations, as required under clause 49, the Company held various familiarisation programmes for the independent directors throughout the year on an ongoing and continuous basis. Some of such programmes carried out during the year were as under:-

1. Various presentations were made by the CFO and the investment heads of the Company and that of its subsidiaries and associates from time to time, on different functions and areas.
2. Deliberations were held and presentations were made from time to time on major developments in the areas of the new Companies Act, 2013, the new clause 49 of the Listing Agreement and NBFC guidelines.

The details of familiarisation programmes are also placed on the Company's website www.bhil.in

Whistle Blower Policy/Vigil mechanism

The Company adopted its Whistle Blower Policy on 13 January 2010, more specifically required as per NBFC guidelines, even when the same was non-mandatory as per clause 49 of the Listing Agreement.

As required pursuant to section 177(9) of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board at its meeting held on 15 May 2014, suitably amended the existing Whistle Blower Policy.

The Whistle Blower Policy/Vigil mechanism provides mechanism for the director/employee to report violations without fear of victimisation of any unethical behavior, suspected or actual fraud, violation of the code of conduct etc. which are detrimental to the organisation's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimisation or any other unfair employment practice.

The directors in all cases and employees in appropriate or exceptional cases will have direct access to the Chairman of the Audit Committee. The said Policy is placed on the Company's website www.bhil.in

Subsidiary companies

The Company has Bajaj Auto Holdings Ltd. as its unlisted subsidiary company which however, is not a 'material' subsidiary as prescribed under clause 49.

Provisions to the extent applicable as required under the revised clause 49 with reference to subsidiary companies were duly complied.

During the year under review, the Audit Committee reviewed the financial statements (in particular, the investments made) of its unlisted subsidiary company Bajaj Auto Holdings Ltd., to the extent applicable. Minutes of the board meetings of the subsidiary company 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.

A policy on 'material subsidiaries' in terms of clause 49 of the Listing Agreement has been formulated by the Board at its meeting held on 10 September 2014 and the same is placed on the Company's website www.bhil.in

Related party transactions

All related party transactions (RPTs) which were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and did not attract provisions of section 188 of the Companies Act, 2013 and were also not material RPTs as defined under clause 49.

During the year 2014-15, as required under section 177 of the Companies Act, 2013 and clause 49 all RPTs were placed before the Audit Committee for prior approval. A summary statement of transactions with related parties was placed periodically before the Audit Committee during the year.

A statement showing the disclosure of transactions with related parties as required under Accounting Standard 18 is set out separately in this Annual Report.

Details of 'material' transactions, if any, with related parties are disclosed to the stock exchanges quarterly, alongwith the compliance report on corporate governance.

There were no material transactions entered into with related parties, during the period under review, which may have had any potential conflict with the interests of the Company.

A Policy on materiality of RPTs and also on dealing with RPTs has been formulated by the Board during the year under review and the same is placed on the Company's website www.bhil.in

Disclosures

Suitable disclosures have been made in the financial statements, together with the Management's explanation in the event of any treatment being different from that prescribed in Accounting Standards.

There were no public issues, rights issues, bonus issues, preferential issues etc. during the year.

Audit Committee

Constitution and composition

The Company had set up its Audit Committee way back in 1987 under erstwhile Companies Act, 1956 and previous clause 49. To meet the additional requirement of the Companies Act, 2013 and revised clause 49, the terms of reference of Committee were amended by the Board at its meeting held on 15 May 2014. The Board has been reviewing the working of the Committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Companies Act, 2013, revised clause 49 of the Listing Agreement and NBFC regulations.

Meetings, attendance and topics discussed

During 2014-15, the Audit Committee met four times: 15 May 2014, 17 July 2014, 15 October 2014, and 15 January 2015. The meetings were scheduled well in advance. In addition to the members of the Audit Committee, these meetings were attended by the heads of finance, internal audit functions and the statutory auditor of the Company and those executives who were considered necessary for providing inputs to the Committee. The terms of reference of the Audit Committee as approved by the Board are as required under Companies Act, 2013, clause 49 of the Listing Agreement and NBFC Regulations.

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

Table 3: Composition of Audit Committee and attendance record of members for 2014-15

Name of director	Category	Meetings attended
Nanoo Pamnani	Chairman, non-executive, independent	4/4
S H Khan	Non-executive, independent	4/4
Manish Kejriwal	Non-executive	4/4
Naresh Chandra	Non-executive, independent	4/4

In compliance with Companies Act, 2013 and clause 49, three members of the Audit Committee, viz Nanoo Pamnani (Chairman), S H Khan and Naresh Chandra are independent and all the members of the Audit Committee are 'financially literate'. Moreover, the Audit Committee has members who have 'accounting or related financial management expertise'.

Nanoo Pamnani, Chairman of Audit Committee was present at the annual general meeting of the Company held on 17 July 2014, to answer shareholders' queries.

Nomination and Remuneration Committee

BHIL constituted the Remuneration Committee of the Board on 16 January 2002. Subsequently, the Board at its meeting held on 16 January 2009, extended the terms of reference of the said Committee to include nomination functions and restyled the said Committee as 'Remuneration and Nomination Committee'.

The Board at its meeting held on 13 January 2010 further extended the terms of reference of this Committee to ensure 'Fit and Proper' status of proposed/existing directors as required under the RBI Guidelines on corporate governance.

The Board at its meeting held on 15 May 2014, renamed the committee as Nomination and Remuneration Committee and also revised the terms of reference for this Committee, as required under section 178 of the Companies Act, 2013 and revised clause 49 of the Listing Agreement.

Table 4: Composition of the Nomination and Remuneration Committee and attendance record of members for 2014-15

Name of director	Category	Meetings attended
S H Khan	Chairman, non-executive, independent	2/2
D J Balaji Rao	Non-executive, independent	1/2
Nanoo Pamnani	Non-executive, independent	2/2
Naresh Chandra	Non-executive, independent	2/2
Rahul Bajaj	Non-executive	2/2

During the year under review, the Committee met twice on 10 September 2014 and 25 March 2015.

On 10 September 2014, the Committee, inter alia, approved and recommended to the Board:

- i) Board Diversity Policy;
- ii) Performance evaluation criteria for Board, Committees of Board, Independent Directors and Non-Independent Directors;
- iii) Remuneration Policy on remuneration of directors, KMP and employees; and
- iv) Appointment of CFO.

On 25 March 2015, the Committee, inter alia, recommended for consideration of the Board:

- i) Performance evaluation of the Board, Committees and the Directors
- ii) Noting directors' annual declarations regarding 'fit and proper' status for the year 2015-16 as per NBFC Regulations

S H Khan, Chairman of Nomination and Remuneration Committee was present at the annual general meeting of the Company held on 17 July 2014, to answer shareholders' queries.

Risk Management Committee

SEBI vide its circular dated 17 April 2014 and as amended on 15 September 2014, revised clause 49 of the Listing Agreement requiring constitution of risk management committee applicable to top 100 listed companies by market capitalisation as at the end of the immediate previous financial year. BHIL was not covered in such a list as on 31 March 2014.

However, as required under the RBI Guidelines on Corporate Governance norms for NBFCs, the Board of the Company has constituted a Risk Management Committee consisting of senior executives, which is functioning since 2010, with meetings being held every quarter.

The Committee lays down procedures to inform it of the Company's risk assessment and minimisation procedures. These are periodically reviewed to ensure that Management identifies and controls risk through a properly defined framework.

Stakeholders Relationship Committee

The Board of Directors of the Company constituted its Shareholders' and Investors' Grievance Committee in 2000. This Committee was constituted to specifically look into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends etc. In addition, the Committee also looked into matters that can facilitate better investor services and relations. The Board was kept apprised of all the major developments on investors' issues through various reports and statements furnished to the Board from time to time throughout the year.

In compliance with the provisions of section 178 of the Companies Act, 2013 and revised clause 49 of the Listing Agreement, the Board renamed the Committee as 'Stakeholders Relationship Committee' and revised the terms of reference of said Committee as follows:

1. To look into the redressal of complaints of security-holders on matters relating to transfer of shares, dematerialisation of shares, non-receipt of annual report, non-receipt of dividend, matters relating to issue of new share certificates etc.
2. To look into matters that can facilitate better security-holders services and relations.

During the year under review, Dr. Gita Piramal was inducted into the Committee.

Table 5: Composition of the Stakeholders Relationship Committee

Name of director	Category
P Murari	Chairman, non-executive, independent
Nanoo Pamnani	Non-executive, independent
S H Khan	Non-executive, independent
Manish Kejriwal	Non-executive
Dr. Gita Piramal	Non-executive, independent

During the year under review, the Committee met on 25 March 2015 to, inter alia, review the status of investors' services rendered. All members, except P Murari were present at the meeting. The secretarial auditors as well as the Company Secretary (who is also the compliance officer) were present. The Committee expressed its satisfaction on the overall status of compliance and actions taken on various matters.

S H Khan, member representing Stakeholders Relationship Committee in the absence of its Chairman P Murari was present at the annual general meeting of the Company held on 17 July 2014, to answer shareholders' queries.

Table 6: Investors' complaints attended and resolved during 2014-15

Investors compliants	Attended/resolved during 2014-15
Pending at the beginning of the year	Nil
Received during the year	17
Disposed of during the year	17
Remaining unresolved at the end of the year	Nil

Pursuant to circular issued by SEBI in December 2010 for dealing with physical unclaimed shares, the Company has a demat account with HDFC Bank titled 'Bajaj Holdings & Investment Ltd. - unclaimed suspense account' to which all the unclaimed shares stand transferred in terms of the said circular.

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

Independent directors' meeting

In compliance with Schedule IV to the Companies Act, 2013 and revised clause 49 of the Listing Agreement, the independent directors held their separate meeting on 25 March 2015, without the attendance of non-independent directors and members of management, to inter alia:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All independent directors except P Murari were present at the meeting. The independent directors present at the meeting deliberated on the above and expressed their satisfaction.

Remuneration of directors

Pecuniary transactions with non-executive directors

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

The register of contracts is maintained by the Company pursuant to section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

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 corporate governance framework of the Company.

As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on the Company's website www.bhil.in

Non-executive directors

Non-executive directors are paid sitting fees and commission on net profits as separately stated in this Report.

Managing Director

During the year under review, the Company paid remuneration to Sanjiv Bajaj, Managing Director of the Company as provided in detail in an annexure to the Directors' Report in Form MGT-9.

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.

Remuneration to directors

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 the year under review, none of the directors was paid any performance-linked incentive.

In 2014-15, 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 during 2014-15 are provided in an annexure to the Directors' Report in Form MGT-9.

Shareholding of directors

Information on shares held by directors in the Company as on 31 March 2015 is provided in the annexure to the Directors' Report in Form MGT-9.

Management

Management discussion and analysis

This is given as separate chapter in the Annual Report.

Disclosure of material transactions

Pursuant to clause 49, Senior Management made periodical disclosures to the Board relating to all material financial and commercial transactions where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company. The same was nil.

Compliances regarding insider trading

The Company has put in place a 'Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices', in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended. These regulations have been substituted by SEBI with a new set of Regulations, which have come into effect from 15 May 2015.

Regulation 8 of the newly introduced Regulations, requires the Company to formulate a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI), which the Company needs to follow in order to adhere to each of the principles set out in Schedule A to the said Regulations.

Further, regulation 9(1) of these Regulations requires a listed company to formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations.

Accordingly, the Board at its meeting held on 25 March 2015, approved and adopted,

- a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
- b) Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons.

The said Codes are being adhered to with effect from 15 May 2015.

Shareholders

Communication to shareholders

Quarterly, half-yearly and annual financial results are published in numerous leading dailies such as Business Standard, Kesari, Mint, Hindu Business Line, Hindustan Times and Economic Times. The official press release is also issued. The Company also sends the half-yearly financial results, alongwith a detailed write-up, to each household of shareholders.

The Company has its own website, www.bhil.in which contains all important public domain information including presentations, if any, made to the media, analysts and institutional investors. The website contains information as prescribed under the Companies Act, 2013 and clause 49 of the Listing Agreement, including details such as dividend history, answers to Frequently Asked Questions (FAQs) by the various shareholder categories, details of the corporate contact persons and share transfer agent of the Company, shareholding pattern etc.

Section 20 and 129 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 permit companies to service delivery of documents electronically on the members'/shareholders'

email addresses. The Company, during the year under review sent documents, such as notice calling general meeting, audited financial statements, directors' report, auditors' report etc. in electronic form at the email addresses provided by the shareholders and made available by them to the Company through the depositories. Shareholders desiring to receive the said documents in physical form continued to get the same in physical form, upon request. All financial and other vital official news releases are also communicated to the concerned stock exchanges, besides being placed on the Company's website.

All financial and other vital official news releases are also communicated to the concerned stock exchanges, besides being placed on the Company's website.

The Company, inter alia, also files the following information, statements, reports on the website as specified by SEBI:

- Full version of the annual report including the balance sheet, statement of profit and loss, directors' report and auditors' report, cash flow statements, half-yearly financial statements and quarterly financial statements.
- Corporate governance report.
- Shareholding pattern.

The Company further files online such information on financial statements and other matters as specified, on the approved website of London Stock Exchange.

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

During the previous three years, the annual general meetings (AGM) of the Company were held at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune 411 035 on the following dates and time and special resolutions were passed thereat, were as under:

Details of AGM	Date and time of AGM	Details of special resolution(s) passed at the annual general meetings, if any
67th AGM	18 July 2012 at 4.15 p.m	Appointment of Sanjiv Bajaj as Managing Director of the Company for a term of five years from 1 April 2012 and fixing his remuneration.
68th AGM	19 July 2013 at 4.15 p.m	No special resolutions were passed
69th AGM	17 July 2014 at 4.15 p.m	No special resolutions were passed

During the previous year, the Company has not adopted postal ballot for passing any resolution by the shareholders.

Details of capital market non-compliance, if any

There was no non-compliance by the Company of any legal requirements; nor has there been any penalty, stricture imposed on the Company by any stock exchange, SEBI or any statutory authority on any matter related to capital markets during the last three years.

CEO/CFO certification

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required by clause 49 of the Listing Agreement. The certificate is contained in this Annual Report.

Report on corporate governance

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on corporate governance during 2014-15. The Company has been regularly forwarding the quarterly compliance report to the Stock exchanges as required under clause 49 of the Listing Agreement.

Auditors' certificate on corporate governance

The Company has obtained the certificate from its statutory auditors regarding compliance with the provisions relating to corporate governance laid down in clause 49 of the Listing Agreement. This certificate is annexed to the Directors' Report and will be sent to the stock exchanges alongwith the Annual Report to be filed by the Company.

Compliance of mandatory and non-mandatory requirements under clause 49

Mandatory

The Company has complied with all the mandatory requirements of revised clause 49 of the Listing Agreement.

Non-mandatory

The Company has also complied with all of the non-mandatory requirements as under:

1. The Board

A Chairman's office has been made available for the Non-executive Chairman. He is allowed reimbursement of expenses incurred in performance of his duties.

2. Shareholder rights

A half-yearly declaration of financial performance including summary of significant events in the preceding six months is sent to each household of shareholders.

3. Audit qualifications

There are no qualifications in the financial statements of the Company for the year 2014-15.

4. Separate posts of Chairman and CEO

The Company has appointed separate persons to the post of Chairman and Managing Director.

5. Reporting of internal auditor

The internal auditor reports directly to the Audit Committee.

General Shareholder Information

Annual General Meeting

Date	23 July 2015
Time	4.15 p.m.
Venue	Registered office at Mumbai-Pune Road, Akurdi, Pune 411 035

Financial calendar

Audited annual results for year ending 31 March	May
Mailing of annual reports	June
Annual general meeting	July
Unaudited first quarter financial results	July
Unaudited second quarter financial results	October
Unaudited third quarter financial results	January/early February

Dividend

The Board of Directors of the Company has proposed a dividend of ₹ 32.50 per equity share (325%) for the financial year 2014-15, subject to approval by the shareholders at the ensuing annual general meeting. Dividend paid in the previous year was ₹ 30 per equity share (300%).

Dates of book closure

The register of members and share transfer books of the Company will remain closed from Saturday 11 July 2015 to Thursday 23 July 2015, both days inclusive.

Date of dividend payment

Dividend on equity shares, if declared at the annual general meeting, will be credited/dispatched between 27 July 2015 and 28 July 2015:

- to all those beneficial owners holding shares in electronic form, as per the ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on Friday 10 July 2015; and
- to all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company on or before the close of business hours on Friday 10 July 2015.

Payment of dividend

Dividend will be paid by account payee/non-negotiable instruments or through the National Electronic Clearing Service (NECS), as notified by the Securities and Exchange Board of India (SEBI) through the stock exchanges.

In view of the significant advantages and the convenience, the Company will continue to pay dividend through NECS in all major cities to cover maximum number of shareholders, as per applicable guidelines. Shareholders are advised to refer to the Notice of the annual general meeting for details of action required to be taken by them in this regard. For additional details or clarifications, shareholders are welcome to contact the registered office of the Company.

SEBI vide its circular No. CIR/MRD/DP/10/2013 dated 21 March 2013 has stipulated that all listed companies shall use approved electronic mode of payment viz., ECS, NECS, NEFT etc., for the purpose of making payments to the shareholders.

All the shareholders are requested to immediately update their Bank Account No. with 9-digit MICR No. (either Bank Account No. or 9-digit MICR No. or both), if the same has not been updated with the Company's share transfer agent or the depository participant, as the case may be.

Unclaimed dividends

Unclaimed dividends upto 1994-95 have been transferred to the general revenue account of the Central Government. Those who have not encashed their dividend warrants for the period prior to and including 1994-95 are requested to claim the amount from Registrar of Companies, Maharashtra, Pune, PMT Building, Deccan Gymkhana, Pune 411 004.

As per section 205 C of the 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 a fund called the Investor Education and Protection Fund (Fund) set up by the Central Government. Accordingly, the unpaid/unclaimed dividends for the years 1995-96 to 2006-07 were transferred by the Company to the said Fund in the years 2003 to 2014. No claims shall lie against the Fund or the Company in respect of amounts so transferred.

Unpaid/unclaimed dividend for 2007-08 shall become transferable to the Fund in September 2015. Shareholders are requested to verify their records and send claims, if any, before the amount becomes due for transfer to the Fund.

Further, the Ministry of Corporate Affairs (MCA) vide its notification dated 10 May 2012 prescribed the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 which mandates all the companies to file the particulars of all the unclaimed and unpaid amounts through eForm 5 INV on web portal of Ministry of Corporate Affairs (<http://www.iepf.gov.in/IEPF/index.html>) and subsequently also upload the data on the website of the Company. During the year under review, the Company accordingly filed the necessary Forms on 20 November 2014 for the financial year ended 31 March 2014. The details of unclaimed dividends for the financial years 2006-07 to 2012-13 have been uploaded on the Company's website www.bhil.in

Share transfer agent

The Company has appointed Karvy Computershare Pvt. Ltd. as its share transfer agent and accordingly, processing of share transfer/dematerialisation/rematerialisation and allied activities was outsourced to Karvy Computershare Pvt. Ltd., Hyderabad (Karvy) with effect from 10 July 2008.

All physical transfers, transmission, transposition, issue of duplicate share certificate(s), issue of demand drafts in lieu of dividend warrants etc. as well as requests for dematerialisation/rematerialisation are being processed in periodical cycles at Karvy. The work related to dematerialisation/rematerialisation is handled by Karvy through connectivities with National Securities Depository Ltd. and Central Depository Services (India) Ltd.

Share transfer system

Share transfers received by the share transfer agent/Company are registered within 15 days from the date of receipt, provided the documents are complete in all respects. Total number of shares transferred in physical category during 2014-15 was 9,151 shares versus 11,822 shares during 2013-14.

Dematerialisation/rematerialisation of shares

During 2014-15, 152,686 shares were dematerialised, compared to 353,183 shares during 2013-14. Shares held in physical and electronic mode as on 31 March 2015 are as given in Table 1.

Table 1: Shares held in physical and electronic mode

Particulars	Position as on 31 March 2015		Position as on 31 March 2014		Net change during 2014-15	
	No. of shares	% of total shareholding	No. of shares	% of total shareholding	No. of shares	% of total shareholding
Physical	8,946,496	8.04	9,091,979	8.17	(145,483)	(0.13)
Demat:						
NSDL	99,724,028	89.60	99,510,952	89.41	213,076	0.19
CDSL	2,622,986	2.36	2,690,579	2.42	(67,593)	(0.06)
Sub Total	102,347,014	91.96	102,201,531	91.83	145,483	0.13
Total	111,293,510	100.00	111,293,510	100.00	-	-

Global Depository Receipts (GDRs)

The Company issued Global Depository Receipts (GDRs) in 1994 and the underlying shares against each GDR were issued in the name of the overseas depository i.e. Deutsche Bank Trust Company Americas. As on 31 March 2015, 234,679 GDRs were outstanding and represented an equal number of underlying equity shares.

GDRs of the Company have been transferred from the Main Market to the Professional Securities Market of the London Stock Exchange, with effect from 10 March 2007. With this transfer, the Company can continue to present its financial statements under Indian GAAP.

Stock code

BSE, Mumbai	500490
National Stock Exchange	BAJAJHLDNG
Reuters	BJAT.BO
Bloomberg	BJA.IN
ISIN for Depositories (NSDL and CDSL)	INE118A01012
SEDOL for GDRs on London Stock Exchange	4039077
ISIN for GDRs on London Stock Exchange	US0571002080

Listing on stock exchanges

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

Name	Address
1. BSE Ltd., Mumbai	1st Floor, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001
2. National Stock Exchange of India Ltd. (NSE)	Exchange Plaza Bandra-Kurla Complex, Bandra (E) Mumbai 400 051

GDRs are listed on the London Stock Exchange, having its office at EC2N 1HP, London UK.

For the year 2014-15, the listing fees payable to these stock exchanges have been paid in full.

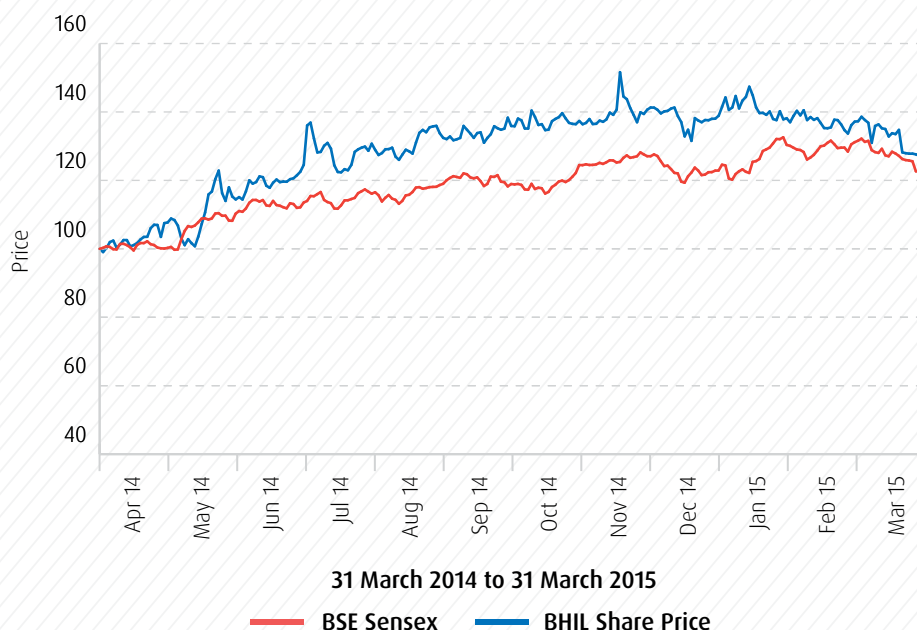
Market price data

Table 2 gives the monthly highs and lows of the Company's shares on the BSE Ltd. (BSE), the National Stock Exchange (NSE) and for the GDRs, on the London Stock Exchange (London SE)

Table 2: Monthly highs and lows of equity shares of Bajaj Holdings & Investment Ltd. during 2014-15 (₹ vis-à-vis BSE Sensex)

Month	BSE		NSE		LONDON SE (GDRs)		Closing BSE Sensex
	High	Low	High	Low	High	Low	
Apr 14	1,094.85	1,000.05	1,094.95	999.80	905.55	845.49	22,417.80
May 14	1,280.00	1,015.00	1,270.00	988.55	876.02	847.44	24,217.34
Jun 14	1,275.00	1,150.00	1,283.40	1,139.60	875.81	856.13	25,413.78
Jul 14	1,402.00	1,194.00	1,396.00	1,202.50	1,095.38	893.55	25,894.97
Aug 14	1,395.00	1,262.10	1,407.35	1,261.05	1,098.12	919.58	26,638.11
Sep 14	1,434.00	1,321.10	1,435.00	1,303.70	1,300.23	918.16	26,630.51
Oct 14	1,435.00	1,340.10	1,450.00	1,322.00	1,298.15	1,232.99	27,865.83
Nov 14	1,635.00	1,372.00	1,638.00	1,371.30	1,556.71	1,288.86	28,693.99
Dec 14	1,460.00	1,300.00	1,465.00	1,206.50	1,596.86	1,544.69	27,499.42
Jan 15	1,545.00	1,369.90	1,535.00	1,371.20	1,586.28	1,533.13	29,182.95
Feb 15	1,470.00	1,320.00	1,468.00	1,308.05	1,551.99	1,380.03	29,361.50
Mar 15	1,411.65	1,265.00	1,415.00	1,260.00	1,403.80	1,260.83	27,957.49

Bajaj Holdings & Investment Ltd. Vs BSE Sensex, indexed to 100 on 31 March 2014



Distribution of shareholding

Table 3 gives details about the pattern of shareholding among various categories as on 31 March 2015, while Table 4 gives the data according to size classes.

Table 3: Distribution of shareholding across categories as on

Categories	31 March 2015		31 March 2014	
	No. of Shares	% to total capital	No. of Shares	% to total capital
Promoters	45,845,335	41.19	44,705,440	40.17
Friends and associates of promoters	14,707,511	13.22	14,615,882	13.13
GDR*	234,679	0.21	280,420	0.25
Foreign institutional investors	14,903,771	13.39	17,816,683	16.01
Public financial institutions	6,736,534	6.05	8,321,757	7.48
Mutual funds	1,462,034	1.31	2,079,757	1.87
Nationalised and other Banks	67,937	0.06	98,700	0.09
NRIs and OCBs	531,183	0.48	591,505	0.53
Others	26,804,526	24.00	22,783,366	20.47
Total	111,293,510	100.00	111,293,510	100.00

*Under the deposit agreement, the depository exercises the voting rights on the shares underlying the GDRs as directed by the promoters of the Company.

Table 4: Distribution of shareholding according to size class as on 31 March 2015

Category	Number of shareholders	% to total shareholders	Number of shares	% to total shares
1 to 500	41,522	91.21	2,388,807	2.15
501 to 1000	1,394	3.06	1,017,910	0.91
1001 to 2000	980	2.15	1,395,970	1.25
2001 to 3000	455	1.00	1,141,241	1.03
3001 to 4000	224	0.49	787,556	0.71
4001 to 5000	164	0.36	758,739	0.68
5001 to 10000	341	0.75	2,399,664	2.16
10001 And Above	448	0.98	101,403,623	91.11
Total	45,528	100.00	111,293,510	100.00

Shareholders' and investors' grievances

The Board of Directors of the Company currently has a Stakeholders Relationship Committee to specifically look into and resolve grievances of security-holders on various matters. Routine queries/complaints received from shareholders are promptly attended to and replied. Queries/complaints received during the period under review related to non-receipt of dividend by warrants as well as through electronic clearing service, non-receipt of annual report, non-receipt of transferred shares and change of address and/or bank particulars. There were no pending issues to be addressed or resolved.

During the year, letters were received from SEBI/ROC/Stock Exchanges/Investors concerning 17 complaints filed by the shareholders on various matters. In respect of each of these complaints, replies were sent to SEBI/ROC/Stock Exchanges/Investors in the prescribed format, as the case may be and no action remained to be taken at the Company's end.

Demat suspense account with HDFC Bank for unclaimed shares

In accordance with the provisions contained in clause 5A of the Listing Agreement as amended by SEBI vide circular dated 16 December 2010, the Company, during the year 2011-12, had sent three reminders to such shareholders whose shares were lying 'Undelivered/Unclaimed' with the Company, followed by opening of the unclaimed share suspense demat account with HDFC Bank in April 2012.

After completing the necessary formalities 17,947 shares held by 100 shareholders were transferred to the said suspense account in April 2012. Voting rights on such shares are to remain frozen till the rightful owner claims the shares.

The Company, acting as a trustee in respect of the unclaimed shares, follows the modalities for the operation of the said account in the manner set out in clause 5A of the Listing Agreement.

The summary of this account for the year 2014-15 is as follows:

Sr.No.	Particulars	No. of shareholders	No. of shares
i.	Aggregate No. of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year i.e. 1 April 2014	95	17,307
ii.	No. of shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year 2014-15	2	7,203
iii.	No. of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year 2014-15	2	7,203
iv.	Aggregate No. of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year i.e. 31 March 2015	93	10,104

Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in the case of death of the registered shareholder(s). The prescribed nomination form (SH-13) will be sent by the share transfer agent of the Company upon such request and is also available on the Company's website www.bhil.in

Nomination facility for shares held in electronic form is also available with depository participant as per the bye-laws and business rules applicable to NSDL and CDSL.

Voting through electronic means

Pursuant to section 108 of the Companies Act, 2013 and the Rules made thereunder, every listed company is required to provide its members facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with Karvy Computershare Pvt. Ltd., the authorised agency for this purpose, to facilitate such e-voting for its members.

The shareholders would therefore be able to exercise their voting rights on the items put up in the Notice of annual general meeting, 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 voting facility at the venue of the annual general meeting.

Shareholders 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 amended Rules shall be 16 July 2015 and the remote e-voting shall be open for a period of three (3) days, from 20 July 2015 (9.00 a.m.) till 22 July 2015 (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 seventieth annual general meeting and is also placed on the website of the Company.

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

Address for correspondence

Investors and shareholders can correspond with the office of the share transfer agent of the Company or the registered office of the Company at the following addresses:

Karvy Computershare Pvt. Ltd.

Karvy Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda,
Hyderabad - 500 032.

Contact persons

M S Madhusudhan
Mohd. Mohsinuddin
Tel No: (040) 6716 2222
Fax No: (040) 2300 1153
Toll Free no.: 1800-345-4001
E-mail: mohsin.mohd@karvy.com
Website: www.karvy.com

Bajaj Holdings & Investment Ltd.

Bajaj Auto Ltd. Complex,
Mumbai-Pune Road, Akurdi,
Pune - 411 035.

Compliance Officer

Vallari Gupte
Tel: (020) 66107150, 27472851
Fax: (020) 27407380
E-mail: investors@bhil.in
Website: www.bhil.in

Standalone Financial Statements

Independent Auditors' Report on the Standalone Financial Statements

To the Members of **Bajaj Holdings & Investment Ltd.**

1. We have audited the accompanying standalone financial statements of Bajaj Holdings & Investment Ltd. ('the Company'), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's responsibility for the standalone financial statements

2. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the Accounting Standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015, and its profit and its cash flows for the year ended on that date.

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

Report on other legal and regulatory requirements

9. As required by 'the Companies (Auditors' Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the 'Order'), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. 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 and the Cash Flow Statement 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 rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of section 164 (2) of the Act.
 - (f) 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, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company has disclosed the impact, if any, of pending litigations as at 31 March 2015, on its financial position in its standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts as at 31 March 2015.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2015.

For Dalal & Shah
Firm Registration Number: 102021W
Chartered Accountants

Russell I Parera
Partner
Membership Number: 42190
Pune: 21 May 2015

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Bajaj Holdings & Investment Ltd. on the standalone financial statements as of and for the year ended 31 March 2015

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
2. The Company is an investment company, and consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii) of the said Order are not applicable to the Company.
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
4. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. The Company has not accepted any deposits from the public within the meaning of sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
6. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the products of the Company.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, income tax, wealth tax, service tax, and other material statutory dues, as applicable, with the appropriate authorities.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth-tax, service tax, cess which have not been deposited on account of any dispute. The particulars of dues of income tax, as at 31 March 2015 which have not been deposited on account of a dispute, are as follows:

(₹ In Crore)

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where the dispute is pending
Income Tax	Matters arising out of assessment orders received	0.58	Assessment year 1990-91, Assessment year 1991-92	ITAT (Income Tax Appellate Tribunal)
Income Tax	Matters arising out of assessment orders received	391.17	Assessment year 1995-96 to Assessment year 2007-08	ITAT (Income Tax Appellate Tribunal)
	Total	391.75		

- (c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the Rules made thereunder.
8. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.

Annexure to Independent Auditors' Report (Contd.)

9. As the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the Balance Sheet date, the provisions of clause 3(ix) of the Order are not applicable to the Company.
10. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of clause 3(x) of the Order are not applicable to the Company.
11. The Company has not raised any term loans. Accordingly, the provisions of clause 3(xi) of the Order are not applicable to the Company.
12. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For Dalal & Shah
Firm Registration Number: 102021W
Chartered Accountants

Russell I Parera
Partner
Membership Number: 42190
Pune: 21 May 2015

Balance Sheet

(₹ In Crore)

Particulars	Note No.	As at 31 March	
		2015	2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	111.29	111.29
Reserves and surplus	4	5,851.58	5,418.34
		5,962.87	5,529.63
Non-current liabilities			
Deferred tax liabilities (net)	5	5.21	4.69
Other long-term liabilities	6	25.65	25.58
Long-term provisions	7	0.15	0.04
		31.01	30.31
Current liabilities			
Trade payables	8	1.09	1.05
Other current liabilities	8	14.22	11.42
Short-term provisions	7	447.44	399.25
		462.75	411.72
Total		6,456.63	5,971.66
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	9	7.13	7.34
Lease adjustment account - plant and machinery		17.50	17.50
		24.63	24.84
Non-current investments	10	5,799.77	5,029.33
Long-term loans and advances	11	151.62	226.76
Other non-current assets	12	-	52.40
		5,976.02	5,333.33
Current assets			
Current investments	10	372.74	336.27
Cash and bank balances	13	45.19	265.00
Short-term loans and advances	11	10.71	0.07
Other current assets	12	51.97	36.99
		480.61	638.33
Total		6,456.63	5,971.66
Summary of significant accounting policies followed by the Company	2		

The accompanying notes are an integral part of the financial statements

In terms of our report of even date

For Dalal & Shah
Firm Registration Number: 102021W
Chartered Accountants

Russell I Parera
Partner
Membership Number: 42190
Pune: 21 May 2015

Anant Marathe
Chief Financial Officer

Vallari Gupte
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj
Chairman

Sanjiv Bajaj
Managing Director

Nanoo Pamnani
Chairman - Audit Committee

Statement of Profit and Loss

(₹ In Crore)			
For the year ended 31 March			
Particulars	Note No.	2015	2014
Revenue from operations	14	972.22	799.61
Other income	15	34.24	39.86
Total revenue		1,006.46	839.47
Expenses:			
Employee benefits expense	16	6.46	5.14
Finance costs	17	-	-
Depreciation and amortisation	18	5.16	4.57
Other expenses	19	30.34	15.99
Total expenses		41.96	25.70
Profit before tax		964.50	813.77
Tax expense			
Current tax		91.40	84.50
Less: MAT credit entitlement		12.34	-
Net current tax		79.06	84.50
Deferred tax		0.52	0.64
Total tax expense		79.58	85.14
Profit after tax		884.92	728.63
Tax (debits)/credits pertaining to earlier years		(17.19)	4.72
Profit for the year		867.73	733.35
Basic and diluted Earnings per share (In ₹)	20	78.0	65.9
(Nominal value per share ₹ 10)			
Summary of significant accounting policies followed by the Company	2		

The accompanying notes are an integral part of the financial statements

In terms of our report of even date

For Dalal & Shah
Firm Registration Number: 102021W
Chartered Accountants

Russell I Parera
Partner
Membership Number: 42190
Pune: 21 May 2015

Anant Marathe
Chief Financial Officer

Vallari Gupte
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj
Chairman

Sanjiv Bajaj
Managing Director

Nanoo Pamnani
Chairman - Audit Committee

Cash Flow Statement

(₹ In Crore)

Particulars	For the year ended 31 March	
	2015	2014
I. Operating activities		
Profit before tax	964.50	813.77
Adjustments:		
Add:		
i) Depreciation and amortisation	5.16	4.57
ii) Provision for diminution in value of investments	15.00	3.00
iii) Amortisation of premium/discount on acquisition of fixed income securities	(11.43)	(7.58)
	8.73	(0.01)
Less:		
i) Provision for diminution in value of investments written back	3.72	1.23
ii) Profit on sale of investments, net	213.66	103.76
iii) Surplus on redemption of securities, net	0.33	0.09
iv) Income from units of mutual fund	0.79	0.29
	218.50	105.37
	754.73	708.39
Change in assets and liabilities		
i) Loans and advances	3.01	18.95
ii) Other assets	(2.58)	(44.45)
iii) Other bank balances	0.50	1.04
iv) Liabilities and provisions	3.59	12.75
	4.52	(11.71)
(Purchase)/sale of money market mutual funds, etc., net *	47.77	247.71
	47.77	247.71
Net cash from operating activities before income tax	807.02	944.39
Income tax refund/(paid) for earlier years, net	69.52	(5.43)
Income tax paid	(100.18)	(70.46)
Net cash from operating activities	776.36	868.50
Carried forward	776.36	868.50

Cash Flow Statement (Contd.)

(₹ In Crore)

Particulars	For the year ended 31 March	
	2015	2014
Brought forward	776.36	868.50
II. Investing activities		
i) Sale of other current and long-term investments*	1,850.03	1,128.96
ii) Purchase of other current and long-term investments*	(2,294.73)	(1,644.32)
Net cash from investing activities	(444.70)	(515.36)
III. Financing activities		
i) Dividend paid	(334.38)	(279.27)
ii) Corporate dividend tax paid	(56.59)	(46.79)
Net cash from financing activities	(390.97)	(326.06)
Net change in cash and cash equivalents	(59.31)	27.08
Cash and cash equivalents as at 1 April 2014 [Opening balance]	60.23	33.15
Cash and cash equivalents as at 31 March 2015 [Closing balance]	0.92	60.23
	-	-

* As Company is an investment company, dividend received and interest earned are considered as part of cash flow from operating activities. Purchase and sale of investment has been classified into operating and investing activity based on the intention of 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.

In terms of our report of even date

For Dalal & Shah
Firm Registration Number: 102021W
Chartered Accountants

Russell I Parera
Partner
Membership Number: 42190
Pune: 21 May 2015

Anant Marathe
Chief Financial Officer

Vallari Gupte
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj
Chairman

Sanjiv Bajaj
Managing Director

Nanoo Pamnani
Chairman - Audit Committee

Notes to financial statements for the year ended 31 March 2015

- 1 Bajaj Holdings & Investment Ltd. (the 'Company') operates as an Investment Company and consequently is registered as a Non-Banking Financial Institution (Non-Deposit taking) with Reserve Bank of India (RBI).

2 Summary of significant accounting policies followed by the Company

Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended], other relevant provisions of the Companies Act, 2013 and the RBI guidelines/regulations to the extent applicable.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Schedule III to the Companies Act, 2013.

1) System of accounting

- i) The Company follows the mercantile system of accounting and recognises income and expenditure on an accrual basis except in case of significant uncertainties.
- ii) Financial statements are prepared under the historical cost convention. These costs are not adjusted to reflect the impact of changing value in the purchasing power of money.
- iii) 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.

2) Revenue recognition

Income

The Company recognises income (including rent etc.) on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

- (1) Income from debentures and bonds is accrued over the maturity of the security, net of amortisation of premium/discount, thereby recognising the implicit yield to maturity, with reference to the coupon dates, where applicable. However, income is accrued only where interest is serviced regularly and is not in arrears, as per the applicable prudential norms prescribed for NBFCs by RBI to the extent applicable to the Company and the guidelines framed by the Management.
- (2) Dividend is accrued in the year in which it is declared whereby a right to receive is established.
- (3) Profit/loss on sale of investments is recognised on the contract date.

3) Fixed assets and depreciation

A. Tangible assets

- i) Tangible assets except land are carried at cost of acquisition, construction or at manufacturing cost, as the case may be, less accumulated depreciation and amortisation. Land is carried at cost of acquisition. Cost represents all expenses directly attributable to bringing the asset to its working condition for its expected use.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

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

- ii) Land and buildings acquired/constructed, not intended to be used in the operations of the Company are categorised as investment property under Investments and not as Fixed assets.

B. Depreciation and amortisation

(a) Leasehold land

Premium on leasehold land is amortised over the period of lease.

(b) On other tangible assets

- i. a. From the current year, depreciation is provided on a pro rata basis on the straight line method over the useful lives of the assets as against the past practice of computing depreciation at rates with reference to the life of assets subject to the minimum of rates provided by Schedule XIV of the Companies Act, 1956.
- b. Useful life of assets are determined by the Management by internal technical assessments.
- ii. Assets which are depreciated over useful life/residual value different than those indicated by Schedule II are as under:

Assets given on lease in relation to investment property	As per Schedule II	Useful life
Building (interior)	60 years	5 years
Computers	6 years	5 years
Furniture	10 years	5 years
Electric fittings	10 years	5 years

Assets given on lease in relation to investment property having nil residual value

Computers
Furniture
Office equipment
Electric fittings

- iii. Depreciation on additions is being provided on pro rata basis from the month of such additions.
- iv. Depreciation on assets sold, discarded or demolished during the year is being provided at their rates upto the month in which such assets are sold, discarded or demolished.

C. Impairment of 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 is made. Where the carrying value of the asset exceeds the recoverable amount, the carrying value is written down to the recoverable amount.

4) Investments

- a) Current investments representing fixed income securities with a maturity less than 1 year and those intended to be held for a period less than 1 year from the date on which the investment is made are stated at cost adjusted for amortisation and diminution with reference to realisable value, as necessary.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

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

- b) Where the Management reassesses its intention of holding a security for long-term or short-term, necessary transfers are made inter se between long-term and current investments, in accordance with the prudential norms specified by RBI, applicable to the Company in this behalf.
- c) Fixed income securities, other than current, are carried at cost, less amortisation of premium/discount, as the case may be, and provision for diminution, if any, as considered necessary.
- d) Investments other than fixed income securities (Eg. equity, mutual funds etc.) are valued at cost of acquisition, less provision for diminution as considered necessary where they are intended to be held for a long-term, else current investments are valued at lower of cost or realisable value.
- e) Investments with maturity of less than 3 months from the date of acquisition are classified as cash and cash equivalents.
- f) Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments.
- g) The Management has laid out guidelines for the purpose of assessing likely impairments in investments and for making provisions based on given criteria. Appropriate provisions are accordingly made, which in the opinion of the Management are considered adequate and also considering the prudential norms specified by RBI, applicable to the Company in this behalf.
- h) Investment property represents immoveable property not intended to be used for the Company's own operations and is carried at cost, less depreciation computed in the manner prescribed for Fixed assets.

5) Employee benefits

a) Privilege leave entitlements

Privilege leave entitlements are recognised as a liability, in the calendar year of rendering of service, as per the rules of the Company. As accumulated leave can be availed and/or encashed at any time during the tenure of employment the liability is recognised at actuarially determined value by an appointed actuary.

b) Gratuity

Payment for present liability of future payment of gratuity is being made to approved gratuity fund, which fully covers the same under Cash Accumulation Policy and Debt fund of the Life Insurance Corporation of India (LIC) and Bajaj Allianz Life Insurance Company Ltd. (BALIC). However, any deficit in plan assets managed by LIC and BALIC as compared to the actuarial liability is recognised as a liability.

c) Superannuation

Defined contribution to superannuation fund is being made as per the scheme of the Company.

d) Defined provident fund contribution is made to Government Provident Fund Authority.

e) Defined contribution to Employees Pension Scheme 1995 is made to Government Provident Fund Authority.

6) Taxation

- a) Provision for tax is made for the current accounting period (reporting period) on the basis of the taxable profits computed in accordance with the Income Tax Act, 1961. Excess/short provisions and interest thereon are recognised only on completion of assessment or where adjustments made by the Assessing Officer are disputed, on receiving the 'Order Giving Effect' to the tax determined by the CIT (Appeals) and thereafter on final settlement of further disputes.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

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

- b) MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal tax during the specified period.
- c) Deferred tax resulting from timing difference between book profits and taxable profits are accounted for to the extent deferred tax liabilities are expected to crystallise with reasonable certainty. However, in case of deferred tax assets (representing unabsorbed depreciation or carried forward losses) are recognised, if and only if there is virtual certainty that there would be adequate future taxable income against which such deferred tax assets can be realised. Deferred tax is recognised on adjustments to revenue reserves to the extent the adjustments are allowable as deductions in determination of taxable income and they would reverse out in future periods.

7) Provisions and contingent liabilities

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources 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 there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

8) Operating leases

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight line basis over the period of the lease.

As a lessor

The Company has leased certain tangible assets and such leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

9) Earnings per share

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

Notes to financial statements for the year ended 31 March 2015 (Contd.)

3 Share capital

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
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. Of the above

4,342,676 equity shares issued by way of Euro equity issue represented by Global Depository Receipts (GDR) evidencing Global Depository Shares, excluding 2,171,388 equity shares allotted as bonus shares thereon. Outstanding GDRs at the close of the year were 234,679 (280,420).

b. Terms/rights/restrictions 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 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

	As at 31 March 2015		As at 31 March 2014	
	Nos.	% Holding	Nos.	% Holding
Equity shares of ₹ 10 each fully paid				
Jamnalal Sons Pvt. Ltd.	17,173,481	15.43%	16,480,155	14.81%
Franklin Templeton Investment Funds	6,269,648	5.63%	5,106,772	4.59%
Life Insurance Corporation of India	5,906,800	5.31%	7,520,173	6.76%
Jaya Hind Investments Pvt. Ltd.	5,805,256	5.22%	5,805,256	5.22%

Notes to financial statements for the year ended 31 March 2015 (Contd.)

4 Reserves and surplus

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
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	786.33	639.66
Add: Transferred from surplus in Statement of Profit and Loss	173.55	146.67
Closing balance	959.88	786.33
Securities premium account		
Balance as at the beginning of the year	444.42	444.42
General reserve		
Balance as at the beginning of the year	3,439.32	3,365.98
Add: Transferred from surplus in Statement of Profit and Loss	86.77	73.34
Closing balance	3,526.09	3,439.32
Surplus in the Statement of Profit and Loss		
Balance as at the beginning of the year	748.27	625.40
Profit for the year	867.73	733.35
Less: Appropriations		
Transfer to Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	173.55	146.67
Transfer to General reserve	86.77	73.34
Proposed dividend	361.70	333.88
Tax on proposed dividend	72.79	56.59
Total appropriations	694.81	610.48
Balance in the Statement of Profit and Loss	921.19	748.27
	5,851.58	5,418.34

Notes to financial statements for the year ended 31 March 2015 (Contd.)

5 Deferred tax liabilities (net)

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
Deferred tax liability		
On account of timing difference in		
Depreciation	7.52	7.38
Amortisation of discount on acquisition of fixed income securities	1.87	0.14
Long-term capital gain	5.75	5.65
Gross deferred tax liability	15.14	13.17
Deferred tax asset		
On account of timing difference in		
Diminution in value of investments	2.91	1.36
Provision for bad and doubtful debts, ICDs etc.	1.12	1.12
Provision for privilege leave etc.	0.05	0.03
Taxes, duties etc.	0.04	0.03
Amortisation of premium/discount on acquisition of fixed income securities	–	0.02
Adjustments on account of gratuity provisions	0.05	0.01
Provision for diminution in value of investments in terms of scheme of arrangement	0.01	0.26
Long-term capital loss	5.75	5.65
Gross deferred tax asset	9.93	8.48
	5.21	4.69

6 Other long-term liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
Lease security deposit	17.50	17.50
Other security deposit	8.15	8.08
	25.65	25.58

Notes to financial statements for the year ended 31 March 2015 (Contd.)

7 Provisions

Particulars	Long-term		Short-term	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Provision for employee benefits [See note 24]				
Provision for gratuity	0.15	0.04	-	-
Provision for compensated absence	-	-	0.17	0.10
	0.15	0.04	0.17	0.10
Other provisions				
Provision for tax (net of tax paid in advance)	-	-	12.78	8.68
Proposed dividend *	-	-	361.70	333.88
Tax on proposed dividend	-	-	72.79	56.59
	-	-	447.27	399.15
	0.15	0.04	447.44	399.25

* During the year ended 31 March 2015, the amount of per share dividend proposed and recognised as distributions to equity shareholders is ₹ 32.50 (previous year ₹ 30).

8 Current liabilities

Particulars	As at 31 March	
	2015	2014
Trade payables		
Other than dues to micro and small enterprises*	1.09	1.05
	1.09	1.05
Other current liabilities		
Security deposit	3.00	-
Unclaimed dividend	4.27	4.77
Directors' remuneration and commission payable	4.60	3.73
Employee benefits payable	0.10	0.03
Taxes payable	2.13	2.78
Other payables	0.12	0.11
	14.22	11.42
	15.31	12.47

* In absence of any information on earlier requests to the 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 at the close of the year and hence no disclosures have been made in this regard.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

9 Fixed assets (tangible assets)

(₹ In Crore)

Particulars	Gross block (a) (c)				Depreciation				Net block	
	As at 31 Mar 14	Additions	Deductions/ adjustments	As at 31 Mar 15	As at 31 Mar 14	Deductions/ adjustments	For the year (c)	As at 31 Mar 15	As at 31 Mar 15	As at 31 Mar 14
Land freehold (d)	-	-	-	-	-	-	-	-	-	-
Land leasehold (f)	1.23	-	0.02 (e)	1.21	-	-	-	-	1.21	1.23
Buildings (b)	8.18	-	-	8.18	2.43	-	0.14	2.57	5.61	5.75
Vehicles	0.44	-	-	0.44	0.08	-	0.05	0.13	0.31	0.36
Leased assets: Plant and machinery	87.50	-	-	87.50	87.50	-	-	87.50	-	-
Total	97.35	-	0.02	97.33	90.01	-	0.19	90.20	7.13	7.34
Previous year total	97.37	-	0.02	97.35	89.82	-	0.19	90.01	7.34	

(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.

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 ₹ 4.95 crore (previous year ₹ 4.36 crore) has been reduced from the same Investments under note 10.

(c) Refer note 2 clause 3) A and B of summary of significant accounting policies.

(d) Includes land at cost of ₹ 47,782.

(e) Represents amount amortised over lease period.

(f) 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. (now, Bajaj Holdings & Investment Ltd.).

(g) Consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing after 1 April 2014, the Company has re-worked depreciation with reference to the estimated economic lives of fixed assets in the manner prescribed by Schedule II to the Act as against past practice of providing at the minimum of rates prescribed in Schedule XIV of the Companies Act, 1956. There are no assets whose useful life has completed at the beginning of the year. The carrying value has been depreciated over the remaining of the revised life of the assets and recognised in the Statement of Profit and Loss.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

10 Investments

Particulars	Non-current portion		Current maturities	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
(A) Long-term Investments:				
In Investment Property:				
Unquoted:				
Cost of premises given on operating lease	206.46	197.43	-	-
Add: Additions during the year	12.02	9.03		
Less: Accumulated depreciation	12.10	7.15	-	-
	206.38	199.31	-	-
In Government and Trust Securities:				
Quoted:				
7.16% Government of India Stock 2023 of face value of ₹ 1,000,000,000 (Previous Year - ₹ 250,000,000/-) (net of provision for diminution amounting to ₹ 0.44 crore - previous year ₹ 0.44 crore)	91.94	23.07	-	-
7.28% Government of India Stock 2019 of face value of ₹ 750,000,000 (Previous Year - ₹ 350,000,000) (net of provision for diminution amounting to ₹ 0.10 crore - previous year ₹ 0.10 crore)	70.73	33.17	-	-
8.12% Government of India Stock 2020 of face value of ₹ 1,600,000,000 (Previous Year - ₹ 500,000,000) (net of provision for diminution amounting to ₹ 0.02 crore - previous year ₹ 0.02 crore)	155.33	49.27	-	-
8.20% Government of India Stock 2025 of face value of ₹ 200,000,000 (net of provision for diminution amounting to ₹ 1.40 crore - previous year ₹ 1.40 crore)	18.50	18.50	-	-
8.33% Government of India Stock 2026 of face value of ₹ 200,000,000 (net of provision for diminution amounting to ₹ 0.72 crore - previous year ₹ 0.72 crore)	19.02	19.02	-	-
7.80% Government of India Stock 2020 of face value of ₹ 1,500,000,000	144.50	-	-	-
8.28% Government of India Stock 2027 of face value of ₹ 4,000,000,000	412.50	-	-	-
8.35% Government of India Stock 2022 of face value of ₹ 3,300,000,000	326.65	-	-	-
8.40% Government of India Stock 2024 of face value of ₹ 400,000,000	41.73	-	-	-
8.60% Government of India Stock 2028 of face value of ₹ 1,500,000,000	160.77	-	-	-
8.83% Government of India Stock 2023 of face value of ₹ 2,750,000,000	283.99	-	-	-
	1,725.66	143.03	-	-
Less: Amortisation of premium/(discount) on acquisition	(1.82)	(0.08)	-	-
	1,727.48	143.11	-	-
Carried over	1,933.86	342.42	-	-

Notes to financial statements for the year ended 31 March 2015 (Contd.)

10 Investments (Contd.)

		(₹ In Crore)			
Particulars		Non-current portion		Current maturities	
		As at 31 March		As at 31 March	
		2015	2014	2015	2014
	Brought over	1,933.86	342.42	-	-
In Fully Paid Preference Shares:					
Unquoted:					
196,169	0.01% Cumulative Redeemable Preference Shares of ₹ 10 each in Mukand Ltd.	0.19	0.19	-	-
300,000	14.50% Redeemable Cumulative Non Convertible Preference Shares of ₹ 100 each in Southern Petrochemical Industries Corporation Ltd. (net of provision for diminution amounting to ₹ 2.99 crore - previous year ₹ 2.99 crore)	-	-	-	-
		0.19	0.19	-	-
In Fully Paid Equity Shares:					
Associate Company					
Trade:					
Quoted:					
91,119,000	Shares of ₹ 10 each in Bajaj Auto Ltd.	286.22	286.22	-	-
62,314,214	Shares of ₹ 5 each in Bajaj Finserv Ltd.	743.82	743.82	-	-
		1,030.04	1,030.04	-	-
Joint Venture					
Trade:					
Quoted:					
2,742,848	Shares of ₹ 10 each in Maharashtra Scooters Ltd.	0.24	0.24	-	-
Subsidiary Company					
Trade:					
Unquoted:					
24,500	Shares of ₹ 100 each in Bajaj Auto Holdings Ltd.	0.25	0.25	-	-
Others					
Trade:					
Quoted:					
16,697,840	Shares of ₹ 2 each in Bajaj Electricals Ltd. (Group Company)	111.77	111.77	-	-
54,000	Shares of ₹ 10 each in Mukand Engineers Ltd. (Group Company)	0.10	0.10	-	-
8,113,204	Shares of ₹ 10 each in Mukand Ltd. (Group Company)	32.89	32.89	-	-
		144.76	144.76	-	-
	Carried over	3,109.34	1,517.90	-	-

Notes to financial statements for the year ended 31 March 2015 (Contd.)

10 Investments (Contd.)

(₹ In Crore)				
Particulars	Non-current portion		Current maturities	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Brought over	3,109.34	1,517.90	-	-
Others:				
Unquoted:				
1 Share of ₹ 100 each in The Poona District Motor Transport Co-operative Co. Ltd. (₹ 100)			-	-
Quoted:				
- (422,795) Shares of ₹ 2 each in AIA Engineering Ltd.	-	13.06	-	-
1,284,640 (329,828) Shares of ₹ 2 each in Axis Bank Ltd. (Sub-division of shares to ₹ 2 each from ₹ 10 each during the year)	27.80	34.15	-	-
13,068,511 Shares of ₹ 1 each in Bajaj Hindusthan Sugar Ltd. (formerly known as Bajaj Hindusthan Ltd.)	87.18	87.18	-	-
1,033,251 (1,645,390) Shares of ₹ 2 each in Bharat Heavy Electricals Ltd.	40.15	63.94	-	-
801,672 Shares of ₹ 5 each in Bharti Airtel Ltd.	26.52	26.52	-	-
2,617,210 (3,095,789) Shares of ₹ 10 each in Bharti Infratel Ltd.	56.98	67.40	-	-
1,002,615 (1,707,615) Shares of ₹ 10 each in Credit Analysis & Research Ltd.	56.21	95.73	-	-
1,227,025 (708,025) Shares of ₹ 10 each in Coal India Ltd.	38.74	19.10	-	-
356,917 (396,575) Shares of ₹ 10 each in Container Corporation of India Ltd.	25.80	28.66	-	-
- (2,566,661) Shares of ₹ 10 each in Force Motors Ltd.	-	60.47	-	-
6,251,040 Shares of ₹ 1 each in Hercules Hoists Ltd.	12.34	12.34	-	-
1,880,412 (1,634,183) Shares of ₹ 10 each in IL&FS Transportation Networks Ltd.	33.54	32.61	-	-
589,887 (-) Shares of ₹ 2 each in IPCA Laboratories Ltd.	47.03	-	-	-
1,418,082 (-) Shares of ₹ 1 each in Marico Ltd.	46.61	-	-	-
1,152,504 (-) Shares of ₹ 5 each in Tech Mahindra Ltd. (Sub-division of shares to ₹ 5 each from ₹ 10 each and received 576,252 bonus shares during the year)	54.58	-	-	-
2,075,000 (-) Shares of ₹ 10 each in Tree House Education & Accessories Ltd.	61.52	-	-	-
50,908,310 (10,801,662) Shares of ₹ 2 each in ICICI Bank Ltd. (Sub-division of shares to ₹ 2 each from ₹ 10 each during the year)	372.93	395.64	-	-
271,150 Shares of ₹ 1 each in Innovision E-Commerce Ltd. (net of provision for diminution amounting to ₹ 0.22 crore - previous year ₹ 0.22 crore)	-	-	-	-
517,714 (484,832) Shares of ₹ 2 each in Larsen & Toubro Ltd.	57.59	47.22	-	-
Carried over	1,045.52	984.02	-	-
Carried over	3,109.34	1,517.90	-	-

Notes to financial statements for the year ended 31 March 2015 (Contd.)

10 Investments (Contd.)

(₹ In Crore)				
Particulars	Non-current portion		Current maturities	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Brought over	3,109.34	1,517.90	-	-
Others: (Contd.)				
Quoted: (Contd.)				
Brought over	1,045.52	984.02	-	-
1,236,843 (1,516,492) Shares of ₹ 10 each in National Thermal Power Corporation Ltd.	25.82	31.66	-	-
2,231,508 (1,565,000) Shares of ₹ 1 each in NMDC Ltd.	35.00	24.99	-	-
- (415,494) Shares of ₹ 10 each in Oil India Ltd.	-	19.02	-	-
1,200 Shares of ₹ 10 each in Pilani Investment and Industries Corporation Ltd.	0.14	0.14	-	-
71,104 Shares of ₹ 1 each in Pidilite Industries Ltd.	1.57	1.57	-	-
1,554,456 (1,932,729) Shares of ₹ 10 each in Power Finance Corporation Ltd.	31.56	39.23	-	-
571,720 (705,828) Shares of ₹ 10 each in Reliance Industries Ltd.	51.05	63.02	-	-
- (4,432,289) Shares of ₹ 1 each in Sintex Industries Ltd.	-	49.72	-	-
840,604 (934,005) Shares of ₹ 10 each in Tata Steel Ltd.	40.77	45.29	-	-
1,563,491 (1,737,212) Shares of ₹ 2 each in UPL Ltd.	21.98	24.42	-	-
	1,253.41	1,283.08	-	-
In Fully Paid Equity Shares:				
Others:				
Unquoted:				
3,006,796 Shares of ₹ 1 each in BSE Ltd.	121.62	121.62	-	-
1 Share of ₹ 10 each in Hero Motors Ltd.	-	-	-	-
562,000 Shares of ₹ 10 each in National Stock Exchange of India Ltd.	210.18	210.18	-	-
2,450,000 Shares of ₹ 10 each in National Multi-Commodity Exchange of India Ltd. (net of provision for diminution amounting to ₹ 15.00 crore - previous year ₹ Nil)	9.99	24.99	-	-
5,124,702 (-) Shares of ₹ 10 each in Ujjivan Financial Services Pvt. Ltd.	75.00	-	-	-
	416.79	356.79	-	-
In Bonds and Debentures:				
Fully paid:				
Others:				
Quoted:				
- (50) 10.25% BMW Financial Services Private Ltd. of ₹ 1,000,000 each	-	5.12	-	-
Carried over	-	5.12	-	-
Carried over	4,779.54	3,157.77	-	-

Notes to financial statements for the year ended 31 March 2015 (Contd.)

10 Investments (Contd.)

Particulars	(₹ In Crore)			
	Non-current portion		Current maturities	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Brought over	4,779.54	3,157.77	-	-
In Bonds and Debentures: (Contd.)				
Fully paid: (Contd.)				
Others: (Contd.)				
Quoted: (Contd.)				
Brought over	-	5.12	-	-
- (250) 8.45% Export-Import Bank of India Ltd. of ₹ 1,000,000 each	-	25.26	-	-
- (200) 7.50% HDFC Bank Ltd. of ₹ 1,000,000 each (previous year net of provision for diminution amounting to ₹ 2.29 crore)	-	17.71	-	-
800 Zero Percent HDFC Ltd. of ₹ 1,000,000 each	90.01	90.01	-	-
- (250) 9.18% HDFC Ltd. of ₹ 1,000,000 each	-	25.44	-	-
150 9.75% HDFC Ltd. of ₹ 1,000,000 each	-	15.88	15.88	-
- (250) 9.30% HDFC Ltd. of ₹ 1,000,000 each	-	26.25	-	-
250 (-) 9.45% HDFC Ltd. of ₹ 1,000,000 each	25.25	-	-	-
250 9.14% IDFC Ltd. of ₹ 1,000,000 each	-	26.00	26.00	-
100 8.20% Indian Railway Finance Corporation Ltd. of ₹ 1,000,000 each	-	10.23	10.23	-
750 8.35% Indian Railway Finance Corporation Ltd. of ₹ 1,000,000 each	75.05	75.05	-	-
250 8.48% Indian Railway Finance Corporation Ltd. of ₹ 1,000,000 each	25.02	25.02	-	-
6,600 6.70% Indian Railway Finance Corporation Ltd. of ₹ 100,000 each	66.00	66.00	-	-
- (354) Zero Percent Kotak Mahindra Prime Ltd. of ₹ 1,000,000 each	-	29.92	-	-
- (100) 9.10% LIC Housing Finance Ltd. of ₹ 1,000,000 each	-	10.00	-	-
- (400) 9.55% LIC Housing Finance Ltd. of ₹ 1,000,000 each	-	42.00	-	-
250 (-) 9.44% LIC Housing Finance Ltd. of ₹ 1,000,000 each	25.00	-	-	-
500 (-) 9.45% LIC Housing Finance Ltd. of ₹ 1,000,000 each	49.97	-	-	-
500 (-) 9.51% LIC Housing Finance Ltd. of ₹ 1,000,000 each	50.01	-	-	-
- (100) 9.56% LIC Housing Finance Ltd. of ₹ 1,000,000 each	-	10.42	-	-
- (200) 9.57% LIC Housing Finance Ltd. of ₹ 1,000,000 each	-	21.42	-	-
- (400) 9.70% LIC Housing Finance Ltd. of ₹ 1,000,000 each	-	42.93	-	-
- (150) 9.75% LIC Housing Finance Ltd. of ₹ 1,000,000 each	-	15.49	-	-
500 10.57% LIC Housing Finance Ltd. of ₹ 1,000,000 each	50.00	50.00	-	-
- (500) 8.90% L&T Finance Ltd. of ₹ 1,000,000 each	-	50.00	-	-
Carried over	456.31	680.15	52.11	-
Carried over	4,779.54	3,157.77	-	-

Notes to financial statements for the year ended 31 March 2015 (Contd.)

10 Investments (Contd.)

(₹ In Crore)				
Particulars	Non-current portion		Current maturities	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Brought over	4,779.54	3,157.77	-	-
In Bonds and Debentures: (Contd.)				
Fully paid: (Contd.)				
Others: (Contd.)				
Quoted: (Contd.)				
Brought over	456.31	680.15	52.11	-
50 (50) 8.80% L & T Ltd. of ₹ 1,000,000 each	5.13	5.13	-	-
- (200) 9.20% Mahindra & Mahindra Financial Services Ltd. of ₹ 1,000,000 each	-	20.27	-	-
- (350) 8.95% National Bank For Agriculture And Rural Development of ₹ 1,000,000 each	-	35.61	-	-
750,000 8.50% National Highways Authority of India of ₹ 1,000 each	75.00	75.00	-	-
250,000 8.27% National Highways Authority of India of ₹ 1,000 each	25.00	25.00	-	-
500 8.35% National Highways Authority of India of ₹ 1,000,000 each	50.01	50.01	-	-
250 8.48% National Highways Authority of India of ₹ 1,000,000 each	25.00	25.00	-	-
90,246 8.63% National Housing Bank of ₹ 5,000 each	45.12	45.12	-	-
79,162 8.41% NTPC Ltd. of ₹ 1,000 each	7.92	7.92	-	-
1,236,843 (-) 8.49% NTPC Ltd. of ₹ 12.50 each (Received bonus debentures of face value ₹ 12.50 in lieu of dividend received on Company's holding in equity shares of NTPC in the ratio of one bonus debenture for every one equity share held bearing interest rate at 8.49% p.a. redeemable in installments commencing from 25-03-2023 upto 25-03-2025)	1.54	-	-	-
150 8.78% National Thermal Power Corporation Ltd. of ₹ 1,000,000 each	15.00	15.00	-	-
- (900) 8.40% ONGC Videsh Ltd. of ₹ 1,000,000 each	-	-	-	92.42
- (150) 8.70% Power Finance Corporation Ltd. of ₹ 1,000,000 each	-	15.38	-	-
- (500) 11.25% Power Finance Corporation Ltd. of ₹ 1,000,000 each	-	58.30	-	-
- (150) 8.90% Power Finance Corporation Ltd. of ₹ 1,000,000 each	-	15.10	-	-
- (750) 8.95% Power Finance Corporation Ltd. of ₹ 1,000,000 each	-	70.68	-	5.09
100 8.46% Power Finance Corporation Ltd. of ₹ 1,000,000 each	10.00	10.00	-	-
Carried over	716.03	1,153.67	52.11	97.51
Carried over	4,779.54	3,157.77	-	-

Notes to financial statements for the year ended 31 March 2015 (Contd.)

10 Investments (Contd.)

(₹ In Crore)				
Particulars	Non-current portion		Current maturities	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Brought over	4,779.54	3,157.77	-	-
In Bonds and Debentures: (Contd.)				
Fully paid: (Contd.)				
Others: (Contd.)				
Quoted: (Contd.)				
Brought over	716.03	1,153.67	52.11	97.51
- (120) 8.85% Power Grid Corporation of India Ltd. of ₹ 1,250,000 each	-	15.64	-	-
- (100) 8.70% Power Grid Corporation of India Ltd. of ₹ 1,000,000 each (previous year net of provision for diminution amounting to ₹ 0.19 crore)	-	9.82	-	-
688 (848) 8.84% Power Grid Corporation of India Ltd. of ₹ 1,250,000 each	90.72	90.72	-	20.28
- (120) 8.90% Power Grid Corporation of India Ltd. of ₹ 1,250,000 each	-	10.00	-	5.00
- (40) 9.20% Power Grid Corporation of India Ltd. of ₹ 1,250,000 each	-	-	-	5.29
50 8.46% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each	5.01	5.01	-	-
- (100) 8.70% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each	-	10.01	-	-
250 (-) 9.02% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each	24.76	-	-	-
- (700) 9.25% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each	-	74.81	-	-
- (250) 9.28% Rural Electrification Corporation Ltd. of ₹ 1,000,000 each	-	25.76	-	-
361,485 12% Saurashtra Cement Ltd. of ₹ 150 each- balance Non Convertible Portion of ₹ 100 each (Balance after part redemption) (net of provision for diminution amounting to ₹ 0.20 crore - previous year ₹ 0.94 crore)	-	-	-	-
148,905 12% Saurashtra Cement Ltd. of ₹ 250 each- balance Non Convertible Portion of ₹ 200 each (Balance after part redemption) (net of provision for diminution amounting to ₹ 0.13 crore - previous year ₹ 0.63 crore)	-	-	-	-
300 9.10% Vedanta Ltd. (formerly known as Sesa Sterlite Ltd.) of ₹ 1,000,000 each (net of provision for diminution amounting to ₹ 0.13 crore - previous year ₹ 0.13 crore)	30.25	30.25	-	-
- (250) 8.85% State Bank of India of ₹ 1,000,000 each	-	26.57	-	-
- (50) 8.90% State Bank of India of ₹ 1,000,000 each	-	5.28	-	-
- (100) 9.85% State Bank of India of ₹ 1,000,000 each	-	10.00	-	-
Carried over	866.77	1,467.54	52.11	128.08
Carried over	4,779.54	3,157.77	-	-

Notes to financial statements for the year ended 31 March 2015 (Contd.)

10 Investments (Contd.)

Particulars	(₹ In Crore)			
	Non-current portion		Current maturities	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Brought over	4,779.54	3,157.77	-	-
In Bonds and Debentures: (Contd.)				
Fully paid: (Contd.)				
Others: (Contd.)				
Quoted: (Contd.)				
Brought over	866.77	1,467.54	52.11	128.08
150 9.05% State Bank of India of ₹ 1,000,000 each	15.03	15.03	-	-
14,852 9.50% State Bank of India of ₹ 10,000 each	15.64	15.64	-	-
5,000 9.95% State Bank of India of ₹ 10,000 each	5.15	5.15	-	-
- (250) 10.00% Sundaram Finance Ltd. of ₹ 1,000,000 each	-	-	-	25.16
- (500) 8.90% Sundaram Finance Ltd. of ₹ 1,000,000 each	-	50.00	-	-
- (250) 8.80% Tata Sons Ltd. of ₹ 1,000,000 each	-	25.99	-	-
- (250) 9.66% Tata Sons Ltd. of ₹ 1,000,000 each	-	27.52	-	-
- (450) 9.78% Tata Sons Ltd. of ₹ 1,000,000 each	-	32.48	-	15.45
- (100) 9.30% Tata Sons Ltd. of ₹ 1,000,000 each	-	10.12	-	-
250 9.90% Tata Sons Ltd. of ₹ 1,000,000 each	-	26.06	26.06	-
150 8.01% Ultra Tech Cement Ltd. of ₹ 1,000,000 each	15.03	15.03	-	-
	917.62	1,690.56	78.17	168.69
Less: Amortisation of premium/(discount) on acquisition	(13.71)	(2.22)	2.08	2.58
	931.33	1,692.78	76.09	166.11
In Mutual Fund Unit:				
Fully Paid:				
Unquoted:				
20,000,000 Units of Birla Sun Life Fixed Term Plan Growth (Series KP/KT)	-	20.00	20.00	-
10,000,000 Units of DWS Fixed Maturity Plan Direct Growth (Series 53)	-	10.00	10.00	-
20,000,000 Units of HDFC Fixed Maturity Plan Direct Growth (Series 29)	-	20.00	20.00	-
15,000,000 Units of IDFC Fixed Term Plan Direct Growth (Series 77)	-	15.00	15.00	-
10,000 J M Financial Property Fund - I of Face Value of ₹ 10,000 each, fully paid up (Balance after part redemption)	6.44	7.55	-	-
10,000,000 Units of L&T Fixed Maturity Plan Direct Growth (Series 10[Plan M])	-	10.00	10.00	-
Carried over	6.44	82.55	75.00	-
Carried over	5,710.87	4,850.55	76.09	166.11

Notes to financial statements for the year ended 31 March 2015 (Contd.)

10 Investments (Contd.)

		(₹ In Crore)			
Particulars		Non-current portion		Current maturities	
		As at 31 March		As at 31 March	
		2015	2014	2015	2014
	Brought over	5,710.87	4,850.55	76.09	166.11
In Mutual Fund Unit: (Contd.)					
Fully Paid: (Contd.)					
Unquoted: (Contd.)					
	Brought over	6.44	82.55	75.00	-
15,000,000	Units of Reliance Fixed Horizon Fund Direct Growth (Plan XXV [Series 27])	-	15.00	15.00	-
51,035,586	Units of Sundaram Flexi Fund ST Plan Direct Plan Bonus	49.87	49.87	-	-
10,000,000	Units of Tata Fixed Maturity Plan Direct Growth (Series 46[Scheme R])	-	10.00	10.00	-
834.284	(200) Leadership Equity Fund of ₹ 10 each of Unit Trust of India (Received on merger of UTI Masterplus units during the year)	-	-	-	-
2,320	Urban Infrastructure Opportunities Fund - Face Value ₹ 100,000 each (Balance after part redemption)	20.63	20.77	-	-
		76.94	178.19	100.00	-
Other Alternative Investment Fund					
Unquoted:					
6,959,115	(587,277) Units of Kedaara Capital Advisors - LLP AIF	6.96	0.59	-	-
50,000	(-) Units Of ₹ 1,000 Each Of V.E.C. Strategic Advantage Scheme III	5.00	-	-	-
		11.96	0.59	-	-
Total (A)		5,799.77	5,029.33	176.09	166.11
(B) Current Investments:					
In Commercial Paper:					
Unquoted:					
500	(-) Commerical Paper of ₹ 500,000 each of Small Industries Development Bank of India 364D-24-03-2016	-	-	23.03	-
	Less: Amortisation of premium/(discount) on acquisition	-	-	(0.03)	-
		-	-	23.06	-
	Carried over	-	-	23.06	-

Notes to financial statements for the year ended 31 March 2015 (Contd.)

10 Investments (Contd.)

(₹ In Crore)				
Particulars	Non-current portion		Current maturities	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Brought over	-	-	23.06	-
In Certificate of Deposit:				
Unquoted:				
- (2,500) Certificate of Deposit of ₹ 100,000 each of Bank of India - 15-09-2014	-	-	-	23.94
- (2,500) Certificate of Deposit of ₹ 100,000 each of Bank of India - 06-03-2015	-	-	-	22.79
5,000 (-) Certificate of Deposit of ₹ 100,000 each of Bank of India - 18-03-2016	-	-	46.14	-
2,500 (-) Certificate of Deposit of ₹ 100,000 each of Bank of India - 23-03-2016	-	-	23.07	-
- (2,500) Certificate of Deposit of ₹ 100,000 each of Canara Bank - 25-06-2014	-	-	-	24.42
5,000 (-) Certificate of Deposit of ₹ 100,000 each of Canara Bank - 14-03-2016	-	-	46.11	-
- (5,000) Certificate of Deposit of ₹ 100,000 each of Corporation Bank - 13-03-2015	-	-	-	45.58
	-	-	115.32	116.73
Less: Amortisation of premium/(discount) on acquisition	-	-	(0.29)	(0.43)
	-	-	115.61	117.16
In Mutual Fund Units:				
Unquoted:				
15,000,000 (-) Units of DWS Fixed Maturity Plan Direct Growth (Series 47)	-	-	16.38	-
17,000,000 (-) Units of L&T Fixed Maturity Plan Growth (Series 10 [Plan H])	-	-	18.60	-
1,111,099 (2,794,471) ICICI Prudential Liquid-Direct Plan - Growth	-	-	23.00	53.00
	-	-	57.98	53.00
Total (B)	-	-	196.65	170.16
Total (A+B)	5,799.77	5,029.33	372.74	336.27
Aggregate provision for diminution in value of investments	21.35	10.07	-	-

(₹ In Crore)				
Particulars	Book value		Market value	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Quoted	5,163.35	4,460.12	33,516.13	28,791.07
Unquoted	1,009.16	905.48	-	-
Total	6,172.51	5,365.60	-	-

Notes to Investments

- Quoted investments for which quotations are not available, if any, have been included in market value at the face value/paid up value, whichever is lower, except in case of Debentures, Bonds and Government securities, where the Net Present Value at current yield to maturity have been considered.
- Investments made by the Company other than those with a maturity of less than one year, are intended to be held for long-term, hence diminutions in the value of quoted investments are considered to be of a temporary nature. On an assessment of the non-performing investments (quoted and unquoted) and keeping in mind the relevant provisioning norms applicable to the Company as a NBFC and the guidelines adopted by the Management, a provision of ₹ 15 crore has been determined during the year ended 31 March 2015.
- Refer note 2 clause 4 for accounting policy and valuation principles for investments.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

11 Loans and advances

(Unsecured, good, unless stated otherwise)

Particulars	Long-term		Short-term	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Capital advances	-	-	-	-
Security deposits	1.30	1.69	-	-
Loan and advances to related parties [See note 25]	-	-	0.07	0.05
Other loans and advances				
CENVAT credit receivable	-	-	0.01	0.01
Advance income tax (net of provision for tax)	23.62	87.49	-	-
MAT credit entitlement*	153.40	143.65	10.63	-
Less: Provision for possible unutilisation	33.50	15.50	-	-
	119.90	128.15	10.63	-
Others	6.80	9.43	-	0.01
	150.32	225.07	10.64	0.02
	151.62	226.76	10.71	0.07

* On an assessment of its ability to utilise the available MAT credit within the prescribed limits under the Income Tax Act, 1961, the Management has determined MAT credit of ₹ 18.00 crore (previous year ₹ 15.50 crore) may be unlikely to be set off/adjusted due to possible inadequacy of tax payable in the available future periods. Hence the MAT credit of a similar amount has been provided for under Tax (debits)/credits pertaining to earlier years.

12 Other assets

(Unsecured, good, unless stated otherwise)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Non-current bank balances [See note 13]	-	40.00	-	-
Others				
Investments redemption proceeds receivable	-	-	-	15.00
Interest accrued but not due on fixed deposits	-	2.89	6.40	20.58
Interest receivable on investments	-	9.51	45.57	1.41
Interest receivable on investments/loans, doubtful	1.18	3.29	-	-
Less: Provision for doubtful receivable	1.18	3.29	-	-
	-	-	-	-
	-	52.40	51.97	36.99

Notes to financial statements for the year ended 31 March 2015 (Contd.)

13 Cash and bank balances

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Cash and cash equivalents				
Balances with banks				
In current accounts	-	-	0.92	9.97
Cash equivalents				
Cheques/drafts on hand	-	-	-	50.26
	-	-	0.92	60.23
Other bank balances				
In unclaimed dividend accounts	-	-	4.27	4.77
Deposits with residual maturity for less than 12 months	-	-	40.00	200.00
Deposits with residual maturity for more than 12 months	-	40.00	-	-
	-	40.00	44.27	204.77
Amount disclosed under non-current assets [See note 12]	-	(40.00)		
	-	-	45.19	265.00

(₹ In Crore)

Notes to financial statements for the year ended 31 March 2015 (Contd.)

14 Revenue from operations

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Interest:		
Interest income on		
Bank deposits	21.22	25.77
Long-term investments	174.60	164.93
Current investments	-	6.56
Amortisation of (premium)/discount on acquisition of fixed income securities on		
Long-term investments	5.32	(2.34)
Current investments	6.11	9.92
	207.25	204.84
Other financial services:		
Dividend income on		
Long-term investments in subsidiaries, associates and joint ventures	474.24	427.81
Other long-term investments	55.06	51.83
Profit on sale of investments, net*	213.66	103.76
Surplus on redemption of securities, net*	0.33	0.09
Provision for diminution in value of investments written back	3.72	1.23
Investments/balances earlier written off, recovered	1.01	0.07
Income from units of mutual fund	0.79	0.29
	956.06	789.92
Other revenue from operations:		
Rent from investment property	16.16	9.69
	972.22	799.61

* Including on current investments ₹ 17.97 crore (previous year ₹ 20.50 crore)

15 Other income

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Interest on income tax refunds	30.45	36.37
Miscellaneous receipts	3.78	3.48
Provision no longer required	0.01	0.01
	34.24	39.86

Notes to financial statements for the year ended 31 March 2015 (Contd.)

16 Employee benefits expense

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Salaries, wages and bonus to employees	0.25	0.25
Remuneration to whole-time director	5.59	4.44
Contribution to provident and other funds	0.61	0.45
Staff welfare expenses (previous year ₹ 48,150)	0.01	
	6.46	5.14

17 Finance costs

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Interest	-	-
	-	-

18 Depreciation and amortisation

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Depreciation on tangible assets	0.19	0.19
Depreciation on investment property	4.95	4.36
Amount written off against leasehold land	0.02	0.02
	5.16	4.57

Notes to financial statements for the year ended 31 March 2015 (Contd.)

19 Other expenses

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Repairs to buildings	1.36	0.88
Repairs to machinery (₹ 805 - previous year ₹ 5,388)		
Rent	0.01	0.01
Rates and taxes	2.60	3.10
Insurance	0.05	0.01
Payment to auditor	0.11	0.11
Directors' fees and travelling expenses	0.41	0.16
Commission to non-executive directors	0.41	0.40
Brokerage on letting of investment property	-	2.30
Expenditure towards Corporate Social Responsibility (CSR) activities	4.00	-
Miscellaneous expenses	6.39	6.02
Provision for diminution in value of investments	15.00	3.00
	30.34	15.99

Payment to auditor

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
As auditor:		
Audit fee	0.06	0.06
Tax audit fee	0.02	0.02
Limited review	0.02	0.02
Other services (certification fees)	0.01	0.01
Reimbursement of expenses (₹ 45,172 - previous year ₹ 38,022)		
	0.11	0.11

20 Earnings Per Share (EPS)

Particulars	For the year ended 31 March	
	2015	2014
Profit for the year (₹ In Crore)	867.73	733.35
Weighted average number of shares outstanding during the year (Nos)	111,293,510	111,293,510
Earnings per share (Basic and Diluted) ₹	78.0	65.9
Face value per share ₹	10.0	10.0

Notes to financial statements for the year ended 31 March 2015 (Contd.)

21 Contingent liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
a. Claims against the Company not acknowledged as debts	0.03	0.02
b. Income Tax matters under dispute		
Appeal by the Company	1.60	45.75
Appeal by the Department	391.75	311.80

22 Capital and other commitments

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
Capital commitments, net of capital advances (previous year ₹ 27,775)	–	

23 Expenditure in foreign currency (accrual basis)

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Other matters	0.01	0.01

24 Employee benefits

Liability for employee benefits has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Accounting Standard 15 (Revised) the details of which are as hereunder.

Funded scheme

Particulars	(₹ In Crore)	
	Gratuity	
	As at 31 March	
	2015	2014
Amount to be recognised in Balance Sheet		
Present value of funded obligations	0.44	0.20
Fair value of plan assets	(0.29)	(0.16)
Net liability	0.15	0.04
Amounts in Balance Sheet		
Liability	0.15	0.04
Assets		
Net liability	0.15	0.04

Notes to financial statements for the year ended 31 March 2015 (Contd.)

24 Employee benefits (Contd.)

Funded scheme (Contd.)

Particulars	(₹ In Crore)	
	Gratuity	
	As at 31 March	
	2015	2014
Expense to be recognised in the Statement of Profit and Loss		
Current service cost	0.08	0.05
Interest on defined benefit obligation	0.03	0.01
Expected return on plan assets	(0.01)	(0.01)
Net actuarial losses/(gains) recognised in year	0.13	0.09
Total, included in 'Employee benefits expense'	0.23	0.14
Actual return on plan assets	0.02	-
Reconciliation of benefit obligations and plan assets for the period		
Change in defined benefit obligation		
Opening defined benefit obligation	0.20	0.05
Current service cost	0.08	0.05
Interest cost	0.03	0.01
Actuarial losses/(gains)	0.13	0.09
Benefits paid	-	-
Closing defined benefit obligation	0.44	0.20
Change in fair value of assets		
Opening fair value of plan assets	0.16	0.05
Expected return on plan assets	0.01	0.01
Contributions by employer	0.12	0.10
Benefits paid	-	-
Closing fair value of plan assets	0.29	0.16
Expected employer's contribution next year	0.15	0.11

Particulars	(₹ In Crore)		
	As at 31 March		
	2015	2015	2014
Assets information			
Insurer managed funds	0.29	100.00%	100.00%

Particulars	Year ended 31 March				
	2011	2012	2013	2014	2015
Experience adjustments					
Defined benefit obligation	0.67	0.01	0.05	0.20	0.44
Plan assets	0.33	0.01	0.05	0.16	0.29
Surplus/(deficit)	(0.34)	-	-	(0.04)	(0.15)
Exp. adj. on plan liabilities	0.05	0.10	-	0.07	0.05
Exp. adj. on plan assets	0.01	-	-	-	-

Notes to financial statements for the year ended 31 March 2015 (Contd.)

24 Employee benefits (Contd.)**Funded scheme** (Contd.)

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
Principal actuarial assumptions (expressed as weighted averages)		
Discount rate (p.a.)	7.90%	9.35%
Expected rate of return on assets (p.a.)	7.50%	7.50%
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.		

Unfunded scheme

Particulars	(₹ In Crore)	
	Compensated absences	
	As at 31 March	
	2015	2014
Present value of unfunded obligations	0.17	0.10
Expense recognised in the Statement of Profit and Loss	0.09	0.10
Discount rate (p.a.)	7.90%	9.35%
Salary escalation rate (p.a.) - senior staff	10.00%	10.00%
Salary escalation rate (p.a.) - junior staff	10.00%	10.00%

Amount recognised in the Statement of Profit and Loss

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
Defined contribution plans:		
Provident fund paid to Government authorities	0.17	0.14
Superannuation paid to Trust	0.21	0.17
Pension fund paid to Government authorities [₹ 15,630 (Previous year ₹ 8,076)]		
Others [₹ 1,563 (Previous year ₹ 849)]		
Defined benefit plans:		
Gratuity	0.23	0.14
Others [₹ 7,689 (Previous year ₹ 12,956)]		
	0.61	0.45

Notes to financial statements for the year ended 31 March 2015 (Contd.)

25 Disclosure of transactions with related parties as required by the Accounting Standard 18

(₹ In Crore)

		2014-15		2013-14	
Name of related party and Nature of relationship	Nature of transaction	Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
A Holding company, subsidiaries and fellow subsidiary:					
Bajaj Auto Holdings Ltd. (Fully owned subsidiary)	Contribution to equity (24,500 shares of ₹ 100 each)	-	0.25	-	0.25
	Dividend received	0.88	-	2.94	-
B Associates, joint ventures and investing parties:					
Maharashtra Scooters Ltd. (A Joint venture - 24% shares held by Bajaj Holdings & Investment Ltd.)	Contribution to equity (2,742,848 shares of ₹ 10 each)	-	0.24	-	0.24
	Dividend received	6.86	-	5.49	-
Bajaj Auto Ltd. (An associate - 31.49% shares held by Bajaj Holdings & Investment Ltd.)	Contribution to equity (91,119,000 shares of ₹ 10 each)	-	286.22	-	286.22
	Dividend received	455.60	-	410.04	-
	Business support services rendered	0.33	-	0.33	-
	Business support services received	0.91	-	1.02	-
	Income tax cross-adjustment paid to BAL (net)	-	-	32.60	-
	Interest paid on income tax cross-adjustment (net)	-	-	5.87	-
Bajaj Finserv Ltd. (An associate - 39.16% shares held by Bajaj Holdings & Investment Ltd.)	Contribution to equity (62,314,214 shares of ₹ 5 each)	-	743.82	-	743.82
	Dividend received	10.90	-	9.35	-
	Business support services rendered	0.12	-	0.11	-
	Business support services received	1.79	-	1.57	-
	Income tax cross-adjustment received from BFS	-	-	7.24	-
	Interest received on income tax cross-adjustment	-	-	1.25	-
	Purchase of investments from BFS	34.97	-	-	-
C Individuals controlling voting power/exercising significant influence and their relatives:					
Rahul Bajaj (Chairman)	Sitting fees	0.04	-	0.02	-
	Commission	0.04	(0.04)	0.04	(0.04)
Madhur Bajaj	Sitting fees	0.03	-	0.01	-
	Commission	0.03	(0.03)	0.03	(0.03)
Rajiv Bajaj	Sitting fees	0.02	-	0.01	-
	Commission	0.02	(0.02)	0.03	(0.03)
Sanjiv Bajaj (Managing Director) (Also Key management personnel)	Remuneration	2.11	-	1.68	-
	Commission	4.19	(4.19)	3.33	(3.33)
Shekhar Bajaj	Nil	-	-	-	-
Niraj Bajaj	Nil	-	-	-	-
D Key management personnel and their relatives: Included in 'C' above					
E Enterprises over which anyone in (c) and (d) exercises significant influence:					
Bajaj Allianz General Insurance Co. Ltd.	Insurance premiums paid	0.05	0.07	0.02	0.05
	Sale of investments	-	-	5.18	-
Bajaj Finance Ltd.	Business support services rendered	2.54	-	2.36	-
	Business support services received	0.16	-	-	-
Bajaj Electricals Ltd.	Contribution to equity (16,697,840 shares of ₹ 2 each)	-	111.77	-	111.77
	Dividend received	2.50	-	3.34	-
Hindustan Housing Co. Ltd.	Maintenance charges paid	0.96	(0.33)	0.94	-
	Security deposit paid/(received back)	(0.03)	0.20	-	0.23
Hind Musafir Agency Ltd.	Services received (₹ 42,005, Previous year - ₹ 29,179)	-	-	-	-
Mukand Ltd.	Contribution to equity (8,113,204 shares of ₹ 10 each)	-	32.89	8.52	32.89
	0.01% 196,169 redeemable preference shares of ₹ 10 each	-	0.19	-	0.19
	Dividend received on preference shares (₹ 196, Previous year - ₹ 196)	-	-	-	-
	Purchase of property	11.30	-	-	-
	Security deposit received	3.00	(3.00)	-	-
Mukand Engineers Ltd.	Contribution to equity (54,000 shares of ₹ 10 each)	-	0.10	-	0.10
	Dividend received on equity shares	0.01	-	0.01	-
Bajaj International Pvt. Ltd.	Other credits (₹ 28,930, Previous year - ₹ 34,662)	-	-	-	-
Hercules Hoists Ltd.	Contribution to equity (6,251,040 shares of ₹ 1 each)	-	12.34	-	12.34
	Dividend received on equity shares	0.94	-	1.09	-

Name of the related party and nature of the related party relationship where control exists have been disclosed irrespective of whether or not there have been transactions between the related parties. In other cases, disclosure has been made only when there have been transactions with those parties.

Related parties as defined under clause 3 of the Accounting Standard 18 'Related Party Disclosures' have been identified based on representations made by key managerial personnel and information available with the Company.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

26 Lease**As a lessor:**

The Company has given premises on operating leases. These lease arrangement range for a period between 1 to 5 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.

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
i) Premises:		
Gross carrying amount	218.48	206.46
Depreciation for the year	4.95	4.36
Accumulated depreciation	12.10	7.15

Particulars	As at 31 March	
	2015	2014
ii) The total future minimum lease rentals receiveable at the Balance Sheet date is as under:		
Receivable		
Within one year	16.21	16.19
After one year but not more than five years	38.76	54.31
More than five years	-	-
	54.97	70.50

As a lessee:

The Company has not taken any asset under an operating lease arrangement.

27 Schedule to Balance Sheet as at 31 March 2015

Balance Sheet of a Non Deposit taking Non-Banking Financial Company

(As required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

Liabilities side	(₹ In Lakh)	
	Amount outstanding	Amount overdue
(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) Other loans (specify nature)	-	-

* Please see note 1 below

Notes to financial statements for the year ended 31 March 2015 (Contd.)

27 Schedule to Balance Sheet as at 31 March 2015 (Contd.)

Asset side	(₹ In Lakh) Amount outstanding
(2) Break-up of loans and advances including bills receivables (other than those included in (4) below)	
(a) Secured	-
(b) Unsecured	16,233
(Comprises advance income tax paid, capital advances and miscellaneous dues)	
(3) 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	-
(4) Break-up of investments	
Current investments	
1. Quoted:	
(i) Shares: (a) Equity	-
(b) Preference	-
(ii) Debentures and bonds	-
(iii) Units of mutual funds	-
(iv) Government securities	-
(v) Others	-
2. Unquoted:	
(i) Shares: (a) Equity	-
(b) Preference	-
(ii) Debentures and bonds	-
(iii) Units of mutual funds	5,798
(iv) Government securities	-
(v) Others: (a) Certificate of deposit	11,561
(b) Commercial paper	2,306
Long-term investments	
1. Quoted	
(i) Shares: (a) Equity	242,845
(b) Preference	-
(ii) Debentures and bonds	100,742
(iii) Units of mutual funds	-
(iv) Government securities	172,748
(v) Others (please specify)	-

Notes to financial statements for the year ended 31 March 2015 (Contd.)

27 Schedule to Balance Sheet as at 31 March 2015 (Contd.)

		(₹ In Lakh)
Asset side		Amount outstanding
2. Unquoted:		
(i) Shares: (a) Equity		41,704
(b) Preference		19
(ii) Debentures and bonds		-
(iii) Units of mutual funds		18,890
(iv) Government securities		-
(v) Others (Investment property)		20,638
Total		617,251

(5) Borrower group-wise classifications of assets financed as in (2) and (3) above: (Please see note (2) below)

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related parties**			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	27	27
2. Other than related parties	-	16,206	16,206
Total	-	16,233	16,233

(6) Investor group wise classification of all investments (current and long-term) in shares and securities (both quoted and unquoted) Please see note 3 below.

Category	Market value/break up or fair value or NAV	Book value (net of provisions)
1. Related Parties**		
(a) Subsidiaries (unquoted, hence disclosed at break up value)	5,934	25
(b) Companies in the same group (disclosed at market value)	2,718,972	103,004
(c) Other related parties		
- Unquoted (disclosed at face value)	19	19
- Quoted	66,555	14,500
2. Other than related parties		
- Unquoted @	78,958	100,872
- Quoted (disclosed at market value)	566,086	398,831
Total	3,436,524	617,251

** As per Accounting Standard of ICAI (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. 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.

Notes to financial statements for the year ended 31 March 2015 (Contd.)

27 Schedule to Balance Sheet as at 31 March 2015 (Contd.)

(7) Other information

		(₹ In Lakh)
Particulars		Amount
(i) Gross non-performing assets		
(a) Related parties		-
(b) Other than related parties		1,973
(ii) Net non-performing assets		
(a) Related parties		-
(b) Other than related parties		-
(iii) Assets acquired in satisfaction of debt		-

Notes:

- As defined in paragraph 2(1)(xii) of the Non Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- All Accounting Standards 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 (4) above.

(8) Investments

Particulars	As at 31 March	
	2015	2014
(1) Value of investments		
(i) Gross value of investments		
(a) In India	619,386	537,567
(b) Outside India	-	-
(ii) Provisions for depreciation		
(a) In India	2,135	1,007
(b) Outside India	-	-
(iii) Net value of investments		
(a) In India	617,251	536,560
(b) Outside India	-	-
(2) Movement of provisions held towards depreciation on investments		
(i) Opening balance	1,007	831
(ii) Add: Provisions made during the year	1,500	300
(iii) Less: Write-off/write-back of excess provisions during the year	372	124
(iv) Closing balance	2,135	1,007

Notes to financial statements for the year ended 31 March 2015 (Contd.)

27 Schedule to Balance Sheet as at 31 March 2015 (Contd.)**(9) Provisions and contingencies**

Break up of 'Provisions and Contingencies' shown under the head expenditure in Profit and Loss Account	(₹ In Lakh)	
	As at 31 March	
	2015	2014
(i) Provisions for depreciation on investment	1,500	300
(ii) Provision towards NPA	-	-
(iii) Provision made towards income tax	7,958	8,514
(iv) Other provision and contingencies	-	-
(v) Provision for standard assets	-	-

(10) CRAR

Items	As at 31 March	
	2015	2014
(i) CRAR %	133%	105%
(ii) CRAR - Tier I capital (%)	133%	105%
(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	-	-

(11) Exposures**11.1 Exposures to real estate sector**

Category	As at 31 March	
	2015	2014
(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 upto ₹ 15 lakh may be shown separately)	-	-
(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	32,226	38,407
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)	32,226	38,407

Notes to financial statements for the year ended 31 March 2015 (Contd.)

27 Schedule to Balance Sheet as at 31 March 2015 (Contd.)

11.2 Exposures to capital market

(₹ In Lakh)

Category	As at 31 March	
	2015	2014
(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;	244,041	245,871
(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;	-	-
(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;	-	-
(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;	-	-
(v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
(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;	-	-
(vii) Bridge loans to companies against expected equity flows/issues;	-	-
(viii) All exposures to Venture Capital Funds (both registered and unregistered)	-	-
Total exposure to capital market	244,041	245,871

(12) Asset Liability Management

Maturity pattern of certain items of assets and liabilities

Particulars	1 day to 30/31 days (1 month)	Over 1 month to 2 months	Over 2 months 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	13,938	2,859	-	-	20,477	31,412	37,002	511,563	617,251
Deposits	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-	-
Investments	13,938	2,859	-	-	20,477	31,412	37,002	511,563	617,251
Foreign currency assets	-	-	-	-	-	-	-	-	-

Notes to financial statements for the year ended 31 March 2015 (Contd.)

27 Schedule to Balance Sheet as at 31 March 2015 (Contd.)

(13) 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.
- c) Related party transactions:
Please refer note 25 for details of related party transactions.
- 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

Notes to financial statements for the year ended 31 March 2015 (Contd.)

28 Joint ventures

The Company has the following investment in jointly controlled entity:

Name of joint venture	Country of incorporation	Proportion of ownership interest	
		As at 31 March 2015	As at 31 March 2014
Maharashtra Scooters Ltd.	India	24%	24%

The Company's share of each of the assets, liabilities, income and expenses in the joint venture, based on the audited financial statements are as below:

Particulars	(₹ In Crore)	
	31 March 2015	31 March 2014
(a) Assets:		
Fixed assets	1.05	1.77
Non-current investments	56.31	56.95
Long-term loans and advances	2.10	2.17
Other non-current assets	3.12	-
Current investments	8.77	5.55
Inventories	0.30	0.11
Trade receivables	0.62	0.31
Cash and cash equivalents	2.99	3.49
Short-term loans and advances	0.44	0.51
Other current assets	0.69	1.20
(b) Liabilities:		
Other long-term liabilities	3.98	4.92
Long-term provisions	0.02	0.03
Trade payables	0.15	0.27
Current liabilities	1.64	1.34
Short-term provisions	0.16	8.22
(c) Income:		
Revenue from operations	1.67	1.00
Other income	15.10	12.80
(d) Expenses:		
Cost of raw material and components consumed	1.02	0.43
(Increase)/decrease in inventories of finished goods and work-in-progress	(0.18)	0.03
Employee benefits expense	1.40	1.29
Depreciation and write downs	0.76	0.22
Other expenses	0.63	0.42
Current and deferred tax	-	-
(e) Share of the Company in the contingent liabilities and commitments has been disclosed in note 24 and 25 to consolidated financial statements.		

Notes to financial statements for the year ended 31 March 2015 (Contd.)

29

- a. The consolidated financial statements of the Company and its group are attached to these independent financial statements. The details of the group regarding the nature of relationship and the basis of consolidation can be referred to in note 1 to the said consolidated financial statements
- b. The Company's business activity, including its subsidiaries and joint ventures, falls within a single business segment i.e. investment and therefore, segment reporting in terms of Accounting Standard 17 on Segment Reporting is not applicable.

30 Previous year figures

Previous year figures have been regrouped wherever necessary to make them comparable with those of the current year.

31 Miscellaneous

- a. ₹ 1 crore is equal to ₹ 10 million.
- b. Amounts less than ₹ 50,000 have been shown at actual against respective line items statutorily required to be disclosed.

In terms of our report of even date

For Dalal & Shah
Firm Registration Number: 102021W
Chartered Accountants

Russell I Parera
Partner
Membership Number: 42190
Pune: 21 May 2015

Anant Marathe
Chief Financial Officer

Vallari Gupte
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj
Chairman

Sanjiv Bajaj
Managing Director

Nanoo Pamnani
Chairman - Audit Committee

Consolidated Financial Statements

Independent Auditors' Report on the Consolidated Financial Statements

To the Board of Directors of **Bajaj Holdings & Investment Ltd.**

1. We have audited the accompanying consolidated financial statements of Bajaj Holdings & Investment Ltd. ('hereinafter referred to as the Holding Company') and its subsidiary (the Holding Company and its subsidiaries together referred to as 'the Group'), its jointly controlled entity and associate companies; (refer Note 1 to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at 31 March 2015, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as 'the Consolidated Financial Statements').

Management's responsibility for the consolidated financial statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as 'the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates and jointly controlled entity in accordance with accounting principles generally accepted in India including the Accounting Standards specified under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and jointly controlled entity respectively and for preventing and detecting frauds and other irregularities; the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the Accounting Standards and matters which are required to be included in the audit report.
4. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 8 of the Other matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group, its associates and jointly controlled entity as at 31 March 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other matter

8. We did not audit the financial statements of one jointly controlled entity whose financial statements reflect total assets of ₹ 76.39 crore and net assets of ₹ 70.44 crore as at 31 March 2015, total revenue of ₹ 16.77 crore, net profit of ₹ 13.14 crore and net cash flows amounting to ₹ 0.10 crore for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of ₹ 484.43 crore for the year ended 31 March 2015 as considered in the consolidated financial statements, in respect of three subsidiaries of associate companies, one jointly controlled entity of associate company and one associate of subsidiary of associate company whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these jointly controlled entity, subsidiaries of associate companies, and associate and jointly controlled entity of associate company and our report in terms of sub-sections (3) and (11) of section 143 of the Act insofar as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on Other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on other legal and regulatory requirements

9. As required by the Companies (Auditors' Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on the comments in the auditors' reports of the Holding Company, subsidiary company, associate companies and jointly controlled company incorporated in India (Refer Note 1 to the consolidated financial statements), we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

PT. Bajaj Auto Indonesia and Bajaj Auto International Holdings BV, subsidiaries of the associate company and KTM AG, associate of Bajaj Auto International Holdings BV are incorporated outside India and hence Companies (Auditors' Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act is not applicable to them.

Bajaj Allianz Life Insurance Company Ltd. and Bajaj Allianz General Insurance Company Ltd., the two subsidiaries of the associate company are carrying on Insurance business, hence Companies (Auditors' Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act is not applicable to them. Bajaj Financial Holdings Ltd., a subsidiary of associate company has a financial period commencing from 7 February 2014 to 31 March 2015 hence the auditors' report on the same is issued under section 227 (3) the Companies Act, 1956.

10. As required by section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements
- (b) In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiary included in the Group, associate companies and jointly controlled entity incorporated in India including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.
- PT. Bajaj Auto Indonesia and Bajaj Auto International Holdings BV, subsidiaries of Bajaj Auto Ltd., an associate company

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

and KTM AG, associate of Bajaj Auto International Holdings BV are incorporated outside India hence requirement of section 143 (3) are not applicable to them.

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiary included in the Group, associate companies and jointly controlled entity audited by the other auditor incorporated in India including relevant records relating to the preparation of the consolidated financial statements. PT. Bajaj Auto Indonesia and Bajaj Auto International Holdings BV, subsidiaries of Bajaj Auto Ltd., an associate company and KTM AG, associate of Bajaj Auto International Holdings BV are incorporated outside India hence requirement of section 143 (3) are not applicable to them.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, associate companies and jointly controlled company incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled company incorporated in India is disqualified as on 31 March 2015 from being appointed as a director in terms of section 164 (2) of the Act. PT. Bajaj Auto Indonesia and Bajaj Auto International Holdings BV, subsidiaries of Bajaj Auto Ltd., an associate company and KTM AG, associate of Bajaj Auto International Holdings BV are incorporated outside India hence requirement of section 164 (2) are not applicable to them.
- (f) 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact, if any, of pending litigations as at 31 March 2015 on the consolidated financial position of the Group, its associates and jointly controlled entity.

PT. Bajaj Auto Indonesia and Bajaj Auto International Holdings BV, subsidiaries of Bajaj Auto Ltd., an associate company and KTM AG, associate of Bajaj Auto International Holdings BV incorporated outside India, are audited by other auditor. There were no pending litigations as at 31 March 2015 which would impact the consolidated financial position of the Group.

In case of the Bajaj Financial Holdings Ltd., a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company the requirements of reporting on this clause is not applicable as the auditors' report on the same is issued under section 227 (3) the Companies Act, 1956.

- ii. The Group, its associate and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts as at 31 March 2015.

In case of Bajaj Auto Ltd., an associate of Holding Company, 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 as at 31 March 2015.

In case of Bajaj Finance Ltd. a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company, 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 as at 31 March 2015. The aforesaid companies did not have long-term derivative contracts.

In case of Bajaj Allianz General Insurance Company Ltd., a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company audited by another firm of chartered accountants, who vide their report dated 15 May 2015 have reported as follows:

'The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. The Company did not have any outstanding long-term derivative contracts.'

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

In case of Bajaj Allianz Life Insurance Company Ltd., a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company audited by another firm of chartered accountants, who vide their report dated 15 May 2015 have reported as follows:

'The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivatives contracts.'

In case of the Bajaj Financial Holdings Ltd., a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company, the requirements of reporting on this clause is not applicable as the auditors' report on the same is issued under section 227 (3) the Companies Act, 1956.

- 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 Bajaj Auto Ltd., an associate company and Maharashtra Scooters Ltd., a jointly controlled company, incorporated in India during the year ended 31 March 2015.

In case of Bajaj Auto Holdings Ltd., subsidiary and Bajaj Finserv Ltd., an associate of the Holding Company incorporated in India; there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the aforesaid companies.

For Dalal & Shah
Firm Registration Number: 102021W
Chartered Accountants

Russell I Parera
Partner
Membership Number: 42190
Pune: 21 May 2015

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Bajaj Holdings & Investment Ltd. on the consolidated financial statements for the year ended 31 March 2015

1. (a) The Holding Company, Bajaj Auto Holdings Ltd., its subsidiary, Bajaj Auto Ltd. and Bajaj Finserv Ltd., its associate companies, incorporated in India, are maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

'The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.'

In case of Bajaj Allianz Financial Distributors Ltd., a jointly controlled entity of Bajaj Finserv Ltd., an associate of the Holding Company and its subsidiary, incorporated in India audited by another firm of chartered accountants, who vide their report dated 11 May 2015 have reported as follows:

'The Group has maintained proper records showing full particulars including quantitative details and situation of fixed assets.'

In case of Bajaj Financial Holdings Ltd., a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company incorporated in India, does not hold any fixed assets. Therefore, the provisions of clause 3(i) of the said Order are not applicable to the Company.

- (b) The fixed assets of the Holding Company, Bajaj Auto Holdings Ltd., subsidiary of the Holding Company incorporated in India, have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion the frequency of verification is reasonable.

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

'The Management has carried out physical verification of fixed assets during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification of fixed assets is reasonable.'

In case of Bajaj Auto Ltd. and Bajaj Finserv Ltd., associates of the Holding Company incorporated in India, the fixed assets are physically verified by the respective Managements of the associate companies according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the aforesaid associate companies and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the respective Managements of the aforesaid, associate companies during the year and no material discrepancies have been noticed on such verification.

In case of Bajaj Finance Ltd. a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company and its subsidiaries incorporated in India, the fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

In case of Bajaj Financial Holdings Ltd., a subsidiary of Bajaj Finserv Ltd., an associate company, of the Holding Company incorporated in India, the Company does not hold any fixed assets. Therefore, the provisions of clause 3(i) of the said Order are not applicable to the Company.

In case of Bajaj Allianz Financial Distributors Ltd., a jointly controlled entity of Bajaj Finserv Ltd., an associate, of the Holding Company and its subsidiary, incorporated in India, audited by another firm of chartered accountants, who vide their report dated 11 May 2015 have reported as follows:

'As explained to us, the entire fixed assets have been physically verified by the Management during the year and no material discrepancies were noticed on such verification.'

Annexure to Independent Auditors' Report (Contd.)

2. The Holding Company and Bajaj Auto Holdings Ltd., its subsidiary incorporated in India, are Investment companies, and consequently, do not hold any inventory. Therefore, the provisions of clause 3(ii) of the said Order are not applicable to such Holding Company and its subsidiary.

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

- a) 'Inventories have been physically verified by the Management, during the year. In our opinion, the frequency of verification is reasonable.'
- b) 'In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business'.
- c) 'The Company has maintained proper records of inventory. The discrepancies noticed on verification between physical stocks and book stocks were not material and the same have been properly dealt with in the books of account.'

In case of Bajaj Finserv Ltd., associate of the Holding Company incorporated in India, the Company is in the business of windpower generation and investment activity, and consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii) of the said Order are not applicable to such associate company.

In case of Bajaj Finance Ltd., a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company incorporated in India, the Company is in the business of financing, and consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii) of the said Order are not applicable to the subsidiary of the Holding Company.

In case of Bajaj Financial Holdings Ltd., a subsidiary of Bajaj Finserv Ltd., an associate company of the Holding Company and Bajaj Housing Finance Ltd. and Bajaj Financial Securities Ltd., subsidiaries of Bajaj Finance Ltd., incorporated in India, the companies are in the business of rendering services, and consequently, do not hold any inventory. Therefore, the provisions of clause 3(ii) of the said Order are not applicable to such subsidiary of associate company.

In case of Bajaj Allianz Financial Distributors Ltd. a jointly controlled entity of Bajaj Finserv Ltd., an associate company of the Holding Company and its subsidiary, incorporated in India, audited by another firm of chartered accountants, who vide their report dated 11 May 2015 have reported as follows:

'As explained to us, due to the nature of the business of the Company there are no inventories. Hence, the provision of clause 3(ii) of the Companies (Auditors' Report) Order, 2015 is not applicable to the Company.'

In case of Bajaj Auto Ltd., an associate of Holding Company incorporated in India, we have reported as follows:

- a) The inventory excluding stocks with third parties has been physically verified by the respective Managements of the associate company. In respect of inventory of the aforesaid associate company lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion, the procedures of physical verification of inventory followed by the Management of the associate company are reasonable and adequate in relation to the size of the aforesaid associate company and the nature of their business.
 - c) On the basis of our examination of the inventory records and the reports of the other auditors, in our opinion, the associate company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory of the aforesaid associate company as compared to the respective book records were not material.
3. The Holding Company, Bajaj Auto Holdings Ltd., its subsidiary, Bajaj Auto Ltd. and Bajaj Finserv Ltd., its associate companies, incorporated in India, have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the aforesaid Holding Company, its subsidiary and associates.

Annexure to Independent Auditors' Report (Contd.)

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

‘The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Sub-clauses (a) and (b) are not applicable.’

In case of Bajaj Allianz Financial Distributors Ltd. a jointly controlled entity of Bajaj Finserv Ltd., an associate of the Holding Company and its subsidiary, incorporated in India, on the basis of the report of the other auditor, the companies have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the aforesaid Companies.

4. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Holding Company, Bajaj Auto Holdings Ltd., its subsidiary, Bajaj Finserv Ltd., its associate company, incorporated in India and the nature of their respective businesses for the purchase of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the aforesaid Holding Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

‘In our opinion and according to information and explanations given to us there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, with regard to purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no continuing failure to correct major weaknesses have been noticed in the internal controls.’

In case of Bajaj Financial Holdings Ltd., Bajaj Housing Finance Ltd. and its subsidiary, subsidiaries of Bajaj Finserv Ltd., an associate of the Holding Company, incorporated in India has an adequate internal control system commensurate with the size and the nature of their respective businesses for the sale of services. Further, on the basis of our examination of the books and records of the aforesaid subsidiaries and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

In case of Bajaj Allianz Financial Distributors Ltd., a jointly controlled entity of Bajaj Finserv Ltd., an associate of the Holding Company and its subsidiary, incorporated in India, audited by another firm of chartered accountants, who vide their report dated 11 May 2015 have reported as follows:

‘In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Group and the nature of its business with regard to purchases of fixed assets and with regard to the sale of services. The activities of the Group do not involve purchase of inventory and sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.’

In case of Bajaj Auto Ltd., associate of Holding Company incorporated in India, there is an adequate internal control system commensurate with the size of the associate company, for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the aforesaid associate company as furnished to us, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

5. The Holding Company, Bajaj Auto Holdings Ltd., its subsidiary, Bajaj Auto Ltd. and Bajaj Finserv Ltd., its associate companies, incorporated in India have not accepted any deposits from the public within the meaning of sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

Annexure to Independent Auditors' Report (Contd.)

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

'The Company has not accepted deposits from public.'

In case of Bajaj Finance Ltd., a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company incorporated in India, in our opinion, and according to the information and explanations given to us, has complied with the provisions of sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified, with regard to the deposits accepted from the public. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.

In case of Bajaj Allianz Financial Distributors Ltd., a jointly controlled entity of Bajaj Finserv Ltd., an associate of the Holding Company and its subsidiary, incorporated in India, audited by another firm of chartered accountants, who vide their report dated 11 May 2015 have reported as follows:

'According to the information and explanations given to us, the Group has not accepted any deposit during the year. The Company has no unclaimed deposits.'

6. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the products of the Holding Company, Bajaj Auto Holdings Ltd., its subsidiary, Bajaj Auto Ltd., its associate company, incorporated in India.

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

'Maintenance of Cost Records, for the Company, has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.'

In case of Bajaj Finserv Ltd., associate of the Holding Company incorporated in India, we have broadly reviewed the books of account maintained in respect of products where, pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of section 148 of the Act, and based on such review, are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

In case of Bajaj Allianz Financial Distributors Ltd., a jointly controlled entity of Bajaj Finserv Ltd., an associate of the Holding Company and its subsidiary, incorporated in India audited by another firm of chartered accountants, who vide their report dated 11 May 2015 have reported as follows:

'As per the information and explanation given to us, the requirement for maintenance of cost records prescribed by the Central Government under section 148(1) of the Companies Act, 2013 is not applicable to the Group.'

7. (a) In our opinion, and according to the information and explanations given to us and the records of the Holding Company, Bajaj Auto Holdings Ltd., its subsidiary, Bajaj Auto Ltd. and Bajaj Finserv Ltd., its associate companies, incorporated in India, examined by us, and based on the reports of the other auditors of Maharashtra Scooters Ltd., the Holding Company's jointly controlled entity incorporated in India, the Holding Company, Bajaj Auto Holdings Ltd., its subsidiary, Maharashtra Scooters Ltd., its jointly controlled entity, Bajaj Auto Ltd. and Bajaj Finserv Ltd., its associate companies, are regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

Annexure to Independent Auditors' Report (Contd.)

- (b) According to the information and explanations given to us and the records of the Holding Company examined by us, there are no dues of wealth-tax, service tax, cess which have not been deposited on account of any dispute. The particulars of dues of income tax, as at 31 March 2015 which have not been deposited on account of a dispute, are as follows:

(₹ In Crore)

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where the dispute is pending
Income Tax	Matters arising out of assessment orders received	0.58	Assessment year 1990-91, Assessment year 1991-92	ITAT (Income Tax Appellate Tribunal)
Income Tax	Matters arising out of assessment orders received	391.17	Assessment year 1995-96 to Assessment year 2007-08	ITAT (Income Tax Appellate Tribunal)

In case of Bajaj Auto Holdings Ltd., subsidiary of the Holding Company incorporated in India, according to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth-tax, which have not been deposited on account of any dispute. The particulars of dues of income tax as at 31 March 2015 which have not been deposited on account of a dispute, are as follows:

(₹ In Crore)

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where the dispute is pending
Income Tax	Department appeal	1.90	Assessment year 1983-84 Assessment year 1987-88 Assessment year 1989-90, Assessment year 1992-93 Assessment year 2001-02	ITAT

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

'According to information and explanations given to us and the records of the Company, the following dues of sales tax and service tax have not been deposited on account of dispute.'

(₹ In Crore)

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where the dispute is pending
Sales Tax	Sales Tax	0.88	2001-02	Joint Commissioner of Sales Tax (Appeals) - I, Kolhapur Division, Kolhapur
Sales Tax	Sales Tax	0.53	2001-02	Joint Commissioner of Sales Tax (Appeals) - I, Kolhapur Division, Kolhapur
Sales Tax	Sales Tax	1.80	2002-03	Joint Commissioner of Sales Tax (Appeals) - I, Kolhapur Division, Kolhapur
Sales Tax	Sales Tax	7.18	2005-06	Maharashtra Sales Tax Tribunal, Mumbai
Service Tax	Service Tax	0.26	2004-05 to 2006-07	Assistant Commissioner of Central Excise, Satara

Annexure to Independent Auditors' Report (Contd.)

In case of Bajaj Finserv Ltd. associate of Holding Company incorporated in India, according to the information and explanations given to us and the records of the associate company examined by us, there are no dues of wealth tax and service tax which have not been deposited on account of any dispute. The particulars of dues of income tax and sales tax as at 31 March 2015 which have not been deposited on account of a dispute, are as follows:

(₹ In Crore)

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where the dispute is pending
Income Tax	Additional demand on the basis of assessment order received	39.99	Assessment year 2009-10, Assessment year 2011-12 and Assessment year 2012-13	CIT(A)
Sales Tax	Additional demand on the basis of assessment order received	0.32	2008-09, 2011-12	DCST
Sales Tax	Additional demand on the basis of assessment order received	0.43	2009-10, 2010-11	JCST

In case of Bajaj Finance Ltd., a subsidiary of Bajaj Finserv Ltd., an associate company of the Holding Company, incorporated in India, according to the information and explanations given to us and the records of the subsidiary company there are no dues of income tax, wealth tax, duty of customs, duty of excise which have not been deposited on account of any dispute. The particulars of dues of sales tax, service tax, value added tax as at 31 March 2015 which have not been deposited on account of a dispute, are as follows:

(₹ In Crore)

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where the dispute is pending
Sales Tax	Sales Tax	0.86	2005-06 to 2008-09	Additional Commissioner
	Sales Tax	0.09	2005-06	Appellate Tribunal
	Sales Tax	1.54	2008-09 to 2011-12	Rajasthan Tax Board
	Sales Tax	0.70	2012-13 to July 2014	Deputy Commissioner Appeals
	Sales Tax	1.31	2005-06 to 2006-07	Sales Tax Appellate Tribunal
Central Excise	Service Tax	0.76	2007-08 to 2011-12	Customs, Excise and Service Tax Appellate Tribunal
	Service Tax	0.22	2012-13	Commissioner Appeals
ESIC ACT	Employee State Insurance Corporation	4.46	1999-2000 to 2006-07	Employee State Insurance Court
	Employee State Insurance Corporation	0.68	1991-92 to 2002-03	Deputy Director Employee State Insurance Corporation

In case of Bajaj Finance Ltd. a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company and its subsidiaries incorporated in India, according to the information and explanations given to us and the records of the aforesaid companies, there are no dues of income tax and service tax which have not been deposited on account of any dispute.

In case of Bajaj Financial Holdings Ltd., a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company incorporated in India, according to the information and explanations given to us and the records of the subsidiary company, there are no dues of income tax which have not been deposited on account of any dispute.

Annexure to Independent Auditors' Report (Contd.)

In case of Bajaj Allianz Financial Distributors Ltd., a jointly controlled entity of Bajaj Finserv Ltd., an associate of the Holding Company and its subsidiary, incorporated in India, audited by another firm of chartered accountants, who vide their report dated 11 May 2015 have reported as follows:

'There are no dues of income tax, service tax, value added tax and cess which have not been deposited as on 31 March 2015 on account of disputes.'

In case of Bajaj Auto Ltd., associate of Holding Company incorporated in India, according to the information and explanations given to us and the records of the associate company examined by us, the particulars of dues of income tax, sales tax, wealth tax, service tax, duty of customs and duty of excise, value added tax or cess as at 31 March 2015 which have not been deposited on account of a dispute, are as follows:

(₹ In Crore)

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where the dispute is pending
Excise Duty	Additional demand received	1.46	Various years	Commissioner Appeals
	Additional demand received	24.66	Various years	CEGAT
	Additional demand received	1.79	Various years	High Court
	Additional demand received	6.13	Financial year 1983-84	Supreme Court
Sales Tax	Additional demand received on the basis of assessment order	91.04	Various years	Joint Commissioner of Sales Tax
	Additional demand received on the basis of assessment order	0.10	Financial year 2010-11	Additional Commissioner of Sales Tax - Appeals
	Additional demand received on the basis of assessment order	33.20	Financial year 2001-02 to 2004-05, 2008-09 and 2009-10	Tribunal
Income Tax	Department appeal against CIT(A) order	12.19	Financial Year 2007-08	ITAT
	Additional demand received on the basis of assessment order	407.31	Financial Year 2011-12	CIT(A)
Service Tax	Other matters	3.78	For the year 1997-2000	High Court
	Denial of credit	2.38	Various years 2004 to 2008	CESAT
Customs Duty	Recovery of duty by treating the vehicles as not fuel efficient	3.85	Financial year 1984-86	High Court

- c) The amount required to be transferred to Investor Education and Protection Fund by the Holding Company and Bajaj Auto Ltd., an associate incorporated in India have been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the Rules made thereunder.

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

'The Company has transferred the amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.'

In case of Bajaj Auto Holdings Ltd., subsidiary of the Holding Company, Bajaj Finserv Ltd., an associate of the Holding Company, Bajaj Housing Finance Ltd. and its subsidiary, a subsidiary of Bajaj Finance Ltd. which is a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company incorporated in India, there are no amounts required to be transferred by the Company, to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the Rules made thereunder.

Annexure to Independent Auditors' Report (Contd.)

In case of Bajaj Allianz Financial Distributors Ltd., a jointly controlled entity of Bajaj Finserv Ltd., an associate of the Holding Company and its subsidiary, incorporated in India audited by another firm of chartered accountants, who vide their report dated 11 May 2015 have reported as follows:

'There are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013.'

8. The Holding Company, Bajaj Auto Holdings Ltd., its subsidiary, Bajaj Auto Ltd. and Bajaj Finserv Ltd., its associate companies, incorporated in India, have no accumulated losses as at the end of the financial year and they have not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

'The Company does not have any accumulated losses as at 31 March 2015. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.'

In case of Bajaj Housing Finance Ltd., subsidiary of Bajaj Finance Ltd. which is a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company, incorporated in India has accumulated losses exceeding fifty percent of its net worth as at the end of the financial year and it has not incurred cash losses during the financial year ended on that date. The Company had incurred cash losses during the immediately preceding financial year.

In case of Bajaj Financial Securities Ltd., subsidiary of Bajaj Housing Finance Ltd. which is a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company, incorporated in India, the accumulated losses did not exceed fifty percent of its net worth as at 31 March 2015 and it has not incurred cash losses in the financial year ended on that date and it had incurred cash losses in the immediately preceding financial year.

In case of Bajaj Financial Holdings Ltd., a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company incorporated in India, was registered for a period less than five years, the provisions of clause 3(viii) of the Order are not applicable to the aforesaid subsidiary.

In case of Bajaj Allianz Financial Distributors Ltd., a jointly controlled entity of Bajaj Finserv Ltd., an associate of the Holding Company and its subsidiary, incorporated in India audited by another firm of chartered accountants, who vide their report dated 11 May 2015 have reported as follows:

'The Group does not have accumulated losses at the end of Financial year nor has incurred any cash losses during the financial year of our audit or in the immediately preceding financial year.'

9. As the Holding Company, Bajaj Auto Holdings Ltd., its subsidiary, Bajaj Auto Ltd. and Bajaj Finserv Ltd., its associate companies, incorporated in India, do not have any borrowings from any financial institution or bank nor have they issued any debentures as at the Balance Sheet date, the provisions of clause 3(ix) of the Order are not applicable to the aforesaid Holding Company, its subsidiary, and associates.

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

'According to information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.'

In case of Bajaj Finance Ltd., a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company, incorporated in India has reported that according to the records examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the Balance Sheet date. Bajaj Housing Finance Ltd. and Bajaj Financial Securities Ltd., subsidiaries of Bajaj Finance Ltd., incorporated in India do not have any borrowings from any financial institution or bank nor have they issued any debentures as at the Balance Sheet date, the provisions of clause 3(ix) of the Order are not applicable to the aforesaid subsidiaries.

Annexure to Independent Auditors' Report (Contd.)

In case of Bajaj Allianz Financial Distributors Ltd., a jointly controlled entity of Bajaj Finserv Ltd., an associate of the Holding Company and its subsidiary, incorporated in India audited by another firm of chartered accountants, who vide their report dated 11 May 2015 have reported as follows:

'As the Group has not taken any loans from any financial institution and banks, the provision of clause 3(ix) of the Companies (Auditors' Report) Order, 2015 is not applicable to the Group. The Group has not issued any debentures.'

10. In our opinion, and according to the information and explanations given to us and based on the reports of the other auditors furnished to us, the Holding Company, Bajaj Auto Holdings Ltd., its subsidiary, Bajaj Auto Ltd. and Bajaj Finserv Ltd., its associate companies, incorporated in India, have not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of clause 3(x) of the Order are not applicable to the aforesaid Holding Company, its subsidiaries, jointly controlled entities and associates.

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows

'The Company has not given any guarantee for loans taken by others from bank or financial institutions.'

11. The Holding Company, Bajaj Auto Holdings Ltd., its subsidiary, Bajaj Auto Ltd. and Bajaj Finserv Ltd., its associate companies, incorporated in India, have not raised any term loans. Accordingly, the provisions of clause 3(xi) of the Order are not applicable to the aforesaid companies.

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

'The Company has not obtained any term loans.'

In case of Bajaj Finance Ltd., a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company, incorporated in India has reported that in our opinion, and according to the information and explanations given to us, the term loans obtained by the Company has been applied for the purposes for which they were obtained. Bajaj Housing Finance Ltd. and Bajaj Financial Securities Ltd., subsidiaries of Bajaj Finance Ltd., incorporated in India have not raised any term loans. Accordingly, the provisions of clause 3(xi) of the Order are not applicable to the aforesaid subsidiaries.

In case of Bajaj Allianz Financial Distributors Ltd., a jointly controlled entity of Bajaj Finserv Ltd., an associate of the Holding Company and its subsidiary, incorporated in India audited by another firm of chartered accountants, who vide their report dated 11 May 2015 have reported as follows:

'In our opinion, the provision of clause 3(xi) of the Companies (Auditors' Report) Order, 2015 are not applicable to the Group, as the Group has not taken any term loan from financial institution or banks.'

12. During the course of our examination of the books and records of the Holding Company, Bajaj Auto Holdings Ltd., its subsidiary, Bajaj Auto Ltd. and Bajaj Finserv Ltd., its associate companies, incorporated in India, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us and based on the reports of the other auditors, we/the other auditors have neither come across any instance of material fraud on or by any of the aforesaid companies noticed or reported during the year, nor have we/the other auditors been informed of any such case by the respective Managements of the aforesaid companies.

Annexure to Independent Auditors' Report (Contd.)

In case of Maharashtra Scooters Ltd., a jointly controlled entity of the Holding Company incorporated in India, audited by another firm of chartered accountants, who vide their report dated 12 May 2015 have reported as follows:

‘Based upon the audit procedures performed by us and according to information and explanations given to us and representations made by Management, no fraud on or by the Company has been noticed or reported during the year.’

In case of Bajaj Finance Ltd., a subsidiary of Bajaj Finserv Ltd., an associate of the Holding Company, incorporated in India there have been few instances of loans becoming doubtful of recovery consequent upon fraudulent misrepresentation by borrowers, the amounts whereof are not material in the context of the size of the Company and the nature of its business and which have been provided for.

For Dalal & Shah
Firm Registration Number: 102021W
Chartered Accountants

Russell I Parera
Partner
Membership Number: 42190
Pune: 21 May 2015

Consolidated Balance Sheet

(₹ In Crore)

Particulars	Note No.	As at 31 March	
		2015	2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	111.29	111.29
Reserves and surplus	3	13,281.94	11,887.69
		13,393.23	11,998.98
Non-current liabilities			
Deferred tax liabilities (net)		5.21	4.69
Other long-term liabilities	4	29.64	30.98
Long-term provisions	5	0.17	0.11
		35.02	35.78
Current liabilities			
Trade payables	6	1.24	1.32
Other current liabilities	6	15.86	12.76
Short-term provisions	5	447.63	399.40
		464.73	413.48
Total		13,892.98	12,448.24
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	7	8.25	9.19
Lease adjustment account - plant and machinery		17.50	17.50
		25.75	26.69
Goodwill on investments in associates		518.21	505.11
Non-current investments	8	12,669.64	10,932.02
Long-term loans and advances	9	155.06	231.36
Other non-current assets	10	3.12	52.42
		13,371.78	11,747.60
Current assets			
Current investments	8	407.92	392.91
Inventories	11	0.31	0.12
Trade receivables	12	0.61	0.31
Cash and bank balances	13	48.24	268.53
Short-term loans and advances	9	11.16	0.58
Other current assets	10	52.96	38.19
		521.20	700.64
Total		13,892.98	12,448.24

The accompanying notes are an integral part of the financial statements

In terms of our report of even date

For Dalal & Shah
Firm Registration Number: 102021W
Chartered Accountants

Russell I Parera
Partner
Membership Number: 42190
Pune: 21 May 2015

Anant Marathe
Chief Financial Officer

Vallari Gupte
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj
Chairman

Sanjiv Bajaj
Managing Director

Nanoo Pamnani
Chairman - Audit Committee

Consolidated Statement of Profit and Loss

(₹ In Crore)			
For the year ended 31 March			
Particulars	Note No.	2015	2014
Sales		1.87	1.13
Less: Excise duty		0.21	0.12
Net Sales		1.66	1.01
Other operating revenue		522.27	385.69
Revenue from operations (net)	14	523.93	386.70
Other income	15	34.90	41.02
Total revenue		558.83	427.72
Expenses:			
Cost of raw material and components consumed	16	1.02	0.43
(Increase)/decrease in inventories of finished goods, work-in-progress and traded goods	17	(0.18)	0.03
Employee benefits expense	18	7.87	6.43
Finance costs	19	-	-
Depreciation and amortisation	20	5.93	4.78
Other expenses	21	31.00	16.48
Total expenses		45.64	28.15
Profit before tax		513.19	399.57
Tax expense			
Current tax		93.36	85.20
Share of current tax of joint venture		0.34	0.25
Less: MAT credit entitlement		12.34	-
Less: Share of MAT credit entitlement of joint venture		0.34	0.25
		81.02	85.20
Deferred tax		0.52	0.64
Total tax expense		81.54	85.84
Profit after tax		431.65	313.73
Tax (debits)/credits pertaining to earlier years		(17.82)	4.72
Income from associates after tax		1,615.41	1,669.11
Profit for the year		2,029.24	1,987.56
Basic and diluted Earnings per share (In ₹)		182.3	178.6
(Nominal value per share ₹ 10)			

The accompanying notes are an integral part of the financial statements

In terms of our report of even date

For Dalal & Shah

Firm Registration Number: 102021W

Chartered Accountants

Russell I Parera

Partner

Membership Number: 42190

Pune: 21 May 2015

Anant Marathe
Chief Financial Officer

Vallari Gupte
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj
Chairman

Sanjiv Bajaj
Managing Director

Nanoo Pamnani
Chairman - Audit Committee

Consolidated Cash Flow Statement

(₹ In Crore)

Particulars	For the year ended 31 March	
	2015	2014
I. Operating activities		
Profit before tax	513.19	399.57
Add: Dividend from associates	466.50	419.39
	979.69	818.96
Adjustments:		
Add:		
i) Depreciation and amortisation	5.93	4.78
ii) Provision for diminution in value of investments	15.00	3.00
iii) Amortisation of premium/discount on acquisition of fixed income securities	(12.10)	(7.60)
	8.83	0.18
Less:		
i) Provision for diminution in value of investments written back	3.72	1.23
ii) Profit on sale of investments, net	223.24	104.32
iii) Surplus on redemption of securities, net	0.45	0.13
iv) Income from units of mutual fund	0.79	0.29
	228.20	105.97
	760.32	713.17
Change in assets and liabilities		
i) Inventories	(0.19)	0.02
ii) Trade receivable	(0.30)	0.30
iii) Loans and advances	3.95	19.43
iv) Other assets	(2.35)	(44.38)
v) Other bank balances	1.10	5.21
vi) Liabilities and provisions	2.32	11.95
	4.53	(7.47)
(Purchase)/sale of money market mutual funds, etc., net *	64.10	244.01
	64.10	244.01
Net cash from operating activities before income tax	828.95	949.71
Income tax paid	(32.94)	(77.45)
Net cash from operating activities	796.01	872.26
Carried forward	796.01	872.26

Consolidated Cash Flow Statement (Contd.)

(₹ In Crore)

Particulars	For the year ended 31 March	
	2015	2014
Brought forward	796.01	872.26
II. Investing activities		
i) Capital expenditure	(0.05)	(0.25)
ii) Sales proceeds of assets	0.01	0.03
iii) Sale of other current and long-term investments*	1,978.07	1,175.49
iv) Purchase of other current and long-term investments*	(2,442.26)	(1,694.35)
Net cash from investing activities	(464.23)	(519.08)
III. Financing activities		
i) Dividend paid	(334.38)	(279.27)
ii) Corporate dividend tax paid	(56.59)	(46.79)
Net cash from financing activities	(390.97)	(326.06)
Net change in cash and cash equivalents	(59.19)	27.12
Cash and cash equivalents as at 1 April 2014	60.28	33.16
[Opening balance]		
Cash and cash equivalents as at 31 March 2015	1.09	60.28
[Closing balance]		
	-	-

* As Company is an investment company, dividend received and interest earned are considered as part of cash flow from operating activities. Purchase and sale of investment has been classified into operating and investing activity based on the intention of 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.

In terms of our report of even date

For Dalal & Shah
Firm Registration Number: 102021W
Chartered Accountants

Russell I Parera
Partner
Membership Number: 42190
Pune: 21 May 2015

Anant Marathe
Chief Financial Officer

Vallari Gupte
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj
Chairman

Sanjiv Bajaj
Managing Director

Nanoo Pamnani
Chairman - Audit Committee

Notes to consolidated financial statements for the year ended 31 March 2015

- 1 a) The consolidated financial statements include results of the subsidiary, associates and joint venture of Bajaj Holdings & Investment Ltd., consolidated in accordance with Accounting Standard 21 'Consolidated Financial Statements', Accounting Standard 23 'Accounting for Investment in Associates in Consolidated Financial Statements' and Accounting Standard 27 'Financial Reporting of Interests in Joint Ventures'.

Name of the company	Country of incorporation	% Shareholding of Bajaj Holdings & Investment Ltd. and its subsidiary	Consolidated as
Bajaj Auto Ltd.*	India	31.49%	Associate
Bajaj Finserv Ltd.**	India	39.29%	Associate
Bajaj Auto Holdings Ltd.	India	100.00%	Subsidiary
Maharashtra Scooters Ltd.	India	24.00%	Joint venture

* 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.	Consolidated as
PT. Bajaj Auto Indonesia	Indonesia	99.25%	Subsidiary
Bajaj Auto International Holdings BV	Netherlands	100.00%	Subsidiary

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

** 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.	Consolidated as
Bajaj Allianz General Insurance Company Ltd.	India	74.00%	Subsidiary
Bajaj Allianz Life Insurance Company Ltd.	India	74.00%	Subsidiary
Bajaj Finance Ltd.@	India	61.53%	Subsidiary
Bajaj Financial Holdings Ltd.#	India	100.00%	Subsidiary
Bajaj Allianz Financial Distributors Ltd.^	India	50.00%	Joint venture

@ The consolidated financial results of Bajaj Finance Ltd. include 100% interest in Bajaj Housing Finance Ltd. (alongwith later's wholly-owned subsidiary Bajaj Financial Securities Ltd.) as a subsidiary.

The Company was incorporated on 7 February 2014. The first financial statements of the Company are prepared for the period from 7 February 2014 to 31 March 2015.

^ The consolidated financial results of Bajaj Allianz Financial Distributors Ltd. include 100% interest in Bajaj Allianz Staffing Solutions Ltd.

- b) These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Schedule III to the Companies Act, 2013.

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

2 Share capital

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
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. Of the above

4,342,676 equity shares issued by way of Euro equity issue represented by Global Depository Receipts (GDR) evidencing Global Depository Shares, excluding 2,171,388 equity shares allotted as bonus shares thereon. Outstanding GDRs at the close of the year were 234,679 (280,420).

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 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 2015		As at 31 March 2014	
	Nos.	% Holding	Nos.	% Holding
Equity shares of ₹ 10 each fully paid				
Jamnalal Sons Pvt. Ltd.	17,173,481	15.43%	16,480,155	14.81%
Franklin Templeton Investment Funds	6,269,648	5.63%	5,106,772	4.59%
Life Insurance Corporation of India	5,906,800	5.31%	7,520,173	6.76%
Jaya Hind Investments Pvt. Ltd.	5,805,256	5.22%	5,805,256	5.22%

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

3 Reserves and surplus

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
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	796.13	649.17
Add: Transferred from surplus in Statement of Profit and Loss	174.99	146.96
Closing balance	971.12	796.13
Securities premium account		
Balance as at the beginning of the year	444.42	444.42
General reserve		
Balance as at the beginning of the year	9,904.70	8,513.27
Add/(Less): Share of accumulated reserves of associate	(207.75)	58.23
Add/(Less): Adjustment on account of dividend distribution and others	7.25	(1.43)
Add: Transferred from surplus in Statement of Profit and Loss	1,236.40	1,323.21
Add: Share of profit/(loss) of joint venture	13.14	11.42
Closing balance	10,953.74	9,904.70
Capital reserve arising on consolidation of joint venture	2.50	2.50
Surplus in the Statement of Profit and Loss		
Balance as at the beginning of the year	739.94	624.44
Profit for the year	2,029.24	1,987.56
Less: Appropriations		
Transfer to Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	174.99	146.96
Transfer to General reserve	1,236.40	1,323.21
Transfer to General reserve (share of joint venture)	13.14	11.42
Proposed dividend	361.70	333.88
Tax on proposed dividend	72.79	56.59
Total appropriations	1,859.02	1,872.06
Balance in the Statement of Profit and Loss	910.16	739.94
	13,281.94	11,887.69

4 Other long-term liabilities

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
Share of annuity payable to VRS optees of joint venture	3.98	4.92
Lease security deposit	17.50	17.50
Other security deposit	8.15	8.08
Other payables	0.01	0.48
	29.64	30.98

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

5 Provisions

Particulars	Long-term		Short-term	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Provision for employee benefits				
Provision for gratuity	0.15	0.04	-	-
Share of provision for gratuity of joint venture	-	0.04	-	-
Provision for compensated absences	-	-	0.17	0.10
Share of provision for compensated absences of joint venture	-	-	0.16	0.15
Share of provision for welfare scheme of joint venture	0.02	0.03	-	-
	0.17	0.11	0.33	0.25
Other provisions				
Provision for tax (net of tax paid in advance)	-	-	12.81	8.68
Proposed dividend	-	-	361.70	333.88
Tax on proposed dividend	-	-	72.79	56.59
	-	-	447.30	399.15
	0.17	0.11	447.63	399.40

6 Current liabilities

Particulars	As at 31 March	
	2015	2014
Trade payables		
Other than dues to micro and small enterprises	1.09	1.05
Share of other than dues to micro and small enterprises of joint venture	0.15	0.27
	1.24	1.32
Other current liabilities		
Security deposit	3.00	-
Unclaimed dividend	4.27	4.77
Share of unclaimed dividend of joint venture	0.54	0.36
Directors' remuneration and commission payable	4.60	3.73
Employee benefits payable	0.10	0.03
Taxes payable	2.13	2.78
Other payables	0.12	0.11
Share of advance against order of joint venture	0.16	-
Share of annuity payable to VRS optees of joint venture	0.94	0.98
	15.86	12.76
	17.10	14.08

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

7 Fixed assets (tangible assets)

(₹ In Crore)

Particulars	Gross block				Depreciation			Net block		
	As at 31 Mar 14	Additions	Deductions/ adjustments	As at 31 Mar 15	As at 31 Mar 14	Deductions/ adjustments	For the year	As at 31 Mar 15	As at 31 Mar 15	As at 31 Mar 14
Land freehold	0.04	-	-	0.04	-	-	-	-	0.04	0.04
Land leasehold	1.24	-	0.02	1.22	-	-	-	-	1.22	1.24
Buildings	9.65	-	-	9.65	3.49	-	0.42	3.91	5.74	6.16
Plant and machinery	5.01	0.05	0.08	4.98	3.69	0.08	0.48	4.09	0.89	1.32
Furniture and fixtures	0.07	-	-	0.07	0.06	-	-	0.06	0.01	0.01
Office equipments	0.02	-	0.02	-	0.01	0.01	-	-	-	0.01
Vehicles	0.51	-	-	0.51	0.10	-	0.06	0.16	0.35	0.41
Leased assets: Plant and machinery	87.50	-	-	87.50	87.50	-	-	87.50	-	-
Total	104.04	0.05	0.12	103.97	94.85	0.09	0.96	95.72	8.25	9.19
Share of fixed assets of joint venture	6.55	0.05	0.10	6.50	4.78	0.09	0.76	5.45	1.05	1.77
Previous year total	104.03	0.25	0.24	104.04	94.64	0.19	0.40	94.85	9.19	
Share of fixed assets of joint venture previous year	6.52	0.25	0.22	6.55	4.76	0.19	0.21	4.78	1.77	

8 Investments

(₹ In Crore)

Particulars	Non-current portion		Current maturities	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
In Investment property	206.38	199.31	-	-
In Government and trust securities	1,727.48	143.11	-	-
In Fully paid preference shares	0.19	0.19	-	-
In Equity shares				
Long-term: associate company	7,840.96	6,886.75	-	-
Others	1,813.05	1,774.15	-	-
Share of joint venture	37.12	37.22	-	-
	9,691.13	8,698.12	-	-
In Debentures, bonds and secured premium notes	936.37	1,692.78	76.09	171.12
Share of joint venture	19.19	19.73	-	-
In Mutual fund units	76.94	178.19	159.68	99.08
Share of joint venture	-	-	0.64	-
In Other alternative investment fund	11.96	0.59	-	-
In Certificate of deposits	-	-	140.32	117.16
Share of joint venture	-	-	8.13	5.55
In Commercial paper	-	-	23.06	-
	12,669.64	10,932.02	407.92	392.91

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

9 Loans and advances

(Unsecured, good, unless stated otherwise)

Particulars	Long-term		Short-term	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Capital advances	-	-	-	-
Security deposits	1.30	1.69	-	-
Share of security deposits of joint venture	0.01	0.01	-	-
Loan and advances to related parties	-	-	0.07	0.05
Advances recoverable in cash or kind	0.86	1.35	-	-
Share of advances recoverable in cash or kind of joint venture	-	-	0.03	0.03
Other loans and advances				
Share of VAT refund receivable of joint venture	0.07	0.07	-	-
CENVAT credit receivable	-	-	0.01	0.01
Advance income tax (net of provision for tax)	24.00	88.46	-	-
Share of Advance income tax (net of provision for tax) of joint venture	1.84	1.54	0.01	-
MAT credit entitlement	153.40	143.65	10.63	-
Less: Provision for possible unutilisation	33.50	15.50	-	-
	119.90	128.15	10.63	-
Share of loans to former employees of joint venture	0.17	0.55	0.37	0.44
Others	6.91	9.54	-	0.01
Share of others of joint venture	-	-	0.04	0.04
	152.89	228.31	11.06	0.50
	155.06	231.36	11.16	0.58

(₹ In Crore)

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

10 Other assets

(Unsecured, good, unless stated otherwise)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Non-current bank balances [See note 13]	3.12	40.00	-	-
Others				
Investments redemption proceeds receivable	-	-	-	15.00
Interest accrued but not due on fixed deposits	-	2.89	6.40	20.58
Share of interest accrued but not due on fixed deposits of joint venture	-	-	-	0.02
Interest receivable on investments/loans	-	9.53	45.87	1.41
Share of interest receivable on investments/loans of joint venture	-	-	0.69	1.18
Interest receivable on investments/loans, doubtful	1.18	3.29	-	-
Less: Provision for doubtful receivable	1.18	3.29	-	-
	-	9.53	46.56	2.59
	3.12	52.42	52.96	38.19

11 Inventories

Particulars	As at 31 March	
	2015	2014
	2015	2014
Raw materials and components (share of joint venture)	0.04	0.03
Work-in-progress (share of joint venture)	0.26	0.08
Stores (share of joint venture)	0.01	0.01
	0.31	0.12

12 Trade receivables

(Unsecured, considered good, unless stated otherwise)

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Outstanding for a period exceeding six months from the date they are due for payment (share of joint venture)	-	-	0.07	0.01
Share of others, good of joint venture	-	-	0.54	0.30
	-	-	0.61	0.31

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

13 Cash and bank balances

Particulars	Non-current		Current	
	As at 31 March		As at 31 March	
	2015	2014	2015	2014
Cash and cash equivalents				
Balances with banks				
In current accounts	-	-	0.98	10.01
Share of current accounts of joint venture	-	-	0.11	0.01
Cash equivalents				
Cheques/drafts on hand	-	-	-	50.26
	-	-	1.09	60.28
Other bank balances				
In unclaimed dividend account	-	-	4.27	4.77
Share of unclaimed dividend account of joint venture	-	-	0.54	0.36
Deposits with residual maturity for less than 12 months	-	-	40.00	200.00
Deposits with residual maturity for less than 12 months (share of joint venture)	-	-	2.34	3.12
Deposits with residual maturity for more than 12 months	-	40.00	-	-
Deposits with residual maturity for more than 12 month (share of joint venture)	3.12	-	-	-
	3.12	40.00	47.15	208.25
Amount disclosed under non-current assets [See note 10]	(3.12)	(40.00)		
	-	-	48.24	268.53

(₹ In Crore)

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

14 Revenue from operations

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Sale of products (share of joint venture)	1.87	1.13
Less: Excise duty on sale of products (share of joint venture)	0.21	0.12
Net sales (share of joint venture)	1.66	1.01
Other operating revenue:		
Interest:		
Interest income on		
Bank deposits	21.22	25.77
Share of bank deposits of joint venture	0.46	0.39
Long-term investments	174.75	165.91
Share of long-term investments of joint venture	1.80	1.67
Others	-	6.56
Share of others of joint venture	0.06	0.06
Amortisation of (premium)/discount on acquisition of fixed income securities on		
Long-term investments	6.00	(2.35)
Current investments	6.11	9.92
Share of amortisation of (premium)/discount on acquisition of fixed income securities of joint venture	(0.01)	0.03
	210.39	207.96
Other financial services:		
Dividend income on		
Long-term investments	55.06	51.83
Share of long-term investments of joint venture	11.45	10.17
Profit on sale of investments, net	222.04	103.94
Share of profit on sale of investments, net of joint venture	1.20	0.38
Surplus on redemption of securities, net	0.33	0.09
Share of surplus on redemption of securities, net of joint venture	0.12	0.04
Provision for diminution in value of investments write back	3.72	1.23
Income from units of mutual fund	0.79	0.29
Investments/balances earlier written off, recovered	1.01	0.07
	506.11	376.00
Other revenue from operations:		
Rent from investment property	16.16	9.69
	522.27	385.69
	523.93	386.70

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

15 Other income

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Interest on income tax refunds	30.45	36.37
Miscellaneous receipts	4.41	4.57
Share of miscellaneous receipts of joint venture	0.02	0.01
Provision no longer required	0.01	0.01
Share of provision no longer required of joint venture	-	0.01
Share of surplus on sale of assets of joint venture	0.01	0.04
Share of sundry credit balances appropriated of joint venture	-	0.01
	34.90	41.02

16 Cost of raw material and components consumed

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Raw materials and boughtout items (share of joint venture)	1.02	0.43
	1.02	0.43

17 (Increase)/decrease in inventories (share of joint venture)

Particulars	(₹ In Crore)		
	For the year ended 31 March		
	2015	2014	(Increase)/decrease
Inventories at the end of the year			
Work-in-progress	0.26	0.08	(0.18)
Finished goods	-	-	-
	0.26	0.08	(0.18)
Inventories at the beginning of the year			
Work-in-progress	0.08	0.11	0.03
Finished goods	-	-	-
	0.08	0.11	0.03
	(0.18)	0.03	

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

18 Employee benefits expense

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Salaries, wages and bonus to employees	0.25	0.25
Share of salaries, wages and bonus to employees of joint venture	1.12	1.01
Remuneration to whole-time director	5.59	4.44
Contribution to provident and other funds	0.61	0.45
Share of contribution to provident and other funds of joint venture	0.17	0.15
Staff welfare expenses	0.01	–
Share of staff welfare expenses of joint venture	0.12	0.13
	7.87	6.43

19 Finance costs

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Interest	–	–
	–	–

20 Depreciation and amortisation

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Depreciation on tangible assets	0.20	0.19
Share of depreciation on tangible assets of joint venture	0.76	0.21
Depreciation on investment property	4.95	4.36
Amount written off against leasehold land	0.02	0.02
	5.93	4.78

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

21 Other expenses

Particulars	(₹ In Crore)	
	For the year ended 31 March	
	2015	2014
Share of stores and tools consumed of joint venture	0.07	0.05
Share of power, fuel and water of joint venture	0.11	0.08
Repairs to buildings	1.36	0.89
Share of repairs to buildings of joint venture	0.14	0.04
Repairs to machinery (₹ 805 - previous year ₹ 5,388)		
Share of repairs to machinery of joint venture	0.04	0.03
Share of repairs to others of joint venture	0.07	0.05
Rent	0.01	0.01
Rates and taxes	2.61	3.11
Share of rates and taxes of joint venture	0.01	0.01
Insurance	0.05	0.01
Share of insurance of joint venture	0.01	0.01
Payment to auditor	0.11	0.11
Share of payment to auditor of joint venture	0.03	0.03
Directors' fees and travelling expenses	0.41	0.16
Share of directors' fees and travelling expenses of joint venture	0.03	0.01
Commission to non-executive directors	0.41	0.40
Brokerage on letting of investment property	-	2.30
Expenditure towards Corporate Social Responsibility (CSR) activities	4.00	-
Miscellaneous expenses	6.42	6.05
Share of miscellaneous expenses of joint venture	0.11	0.12
Provision for diminution in value of current investments	15.00	3.00
Share of loss on sale of assets of joint venture	-	0.01
	31.00	16.48

22 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.

23 The accounting policies of the parent are best viewed in its independent financial statements, note 2. 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.

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

24 Consolidated contingent liability

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
i. Claims against the Company not acknowledged as debts (including ₹ 149.17 crore (previous year ₹ 147.98 crore) being share of joint venture and associate)	149.20	148.00
ii. Guarantees given by the Company to HDFC - for loans to Employees (being share of associates)	–	0.01
iii. Taxes, duties and other sums due (including ₹ 380.90 crore (previous year ₹ 224.70 crore) being share of joint venture and associate)	776.15	584.15
iv. Claims made by temporary workmen (of associate)	Liability unascertained	Liability unascertained
v. Claims, under policies, not acknowledged as debts (being share of associate)	8.96	7.66
vi. Guarantees given on behalf of Company (being share of associate)	0.88	–

25 Capital and other commitments

Particulars	(₹ In Crore)	
	As at 31 March	
	2015	2014
Capital commitments to the extent not provided for, net of capital advances (including ₹ 110.47 crore (previous year ₹ 102.40 crore) being share of joint venture and associate)	110.47	102.40

26 Consolidated related party transactions are same as related party transactions of standalone Bajaj Holdings & Investment Ltd.

Notes to consolidated financial statements for the year ended 31 March 2015 (Contd.)

27 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)	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount
1. Parent:				
Bajaj Holdings & Investment Ltd.	44.52%	5,962.87	42.76%	867.73
2. Subsidiaries (Indian):				
Bajaj Auto Holdings Ltd.	0.44%	59.34	0.35%	7.19
(Less): Minority interests in all subsidiaries	-	-	-	-
(Less): Inter-company eliminations	-	(0.25)	(0.04%)	(0.87)
3. Associates (Investment as per equity method) (Indian):				
Bajaj Auto Ltd.	30.16%	4,040.01	46.95%	952.74
Bajaj Finserv Ltd.	32.25%	4,319.16	32.66%	662.67
(Less): Inter-company eliminations	(7.89%)	(1,056.19)	(22.99%)	(466.50)
4. Joint ventures (as per proportionate consolidation method) (Indian):				
Maharashtra Scooters Ltd.	0.53%	70.44	0.65%	13.14
(Less): Inter-company eliminations	(0.01%)	(2.15)	(0.34%)	(6.86)
Total	100.00%	13,393.23	100.00%	2,029.24

28 Previous year figures

Previous year figures have been regrouped wherever necessary to make them comparable with those of the current year.

29 Miscellaneous

₹ 1 crore is equal to ₹ 10 million.

In terms of our report of even date

For Dalal & Shah
Firm Registration Number: 102021W
Chartered Accountants

Russell I Parera
Partner
Membership Number: 42190
Pune: 21 May 2015

Anant Marathe
Chief Financial Officer

Vallari Gupte
Company Secretary

On behalf of the Board of Directors

Rahul Bajaj
Chairman

Sanjiv Bajaj
Managing Director

Nanoo Pamnani
Chairman - Audit Committee

Salient features of the financial statements of subsidiaries for the year ended 31 March 2015

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: Subsidiary

		(₹ In Crore)
Particulars		Bajaj Auto Holdings Ltd.
a Reporting period for the subsidiary		1 April 2014 to 31 March 2015
b Paid up share capital		0.25
c Reserves and surplus		54.07
d Total assets		59.38
e Total liabilities		59.38
f Investments		57.60
g Turnover/Operating result		9.83
h Profit before tax		9.78
i Provision for tax		2.59
j Profit after tax		7.19
k Proposed Dividend		4.17
l % of shareholding		100.00%

Part B: Associates and Joint Venture

		(₹ In Crore)		
Particulars		Bajaj Auto Ltd. (Associate)	Bajaj Finserv Ltd. (Associate)	Maharashtra Scooters Ltd. (Joint Venture)
a Latest audited Balance Sheet date		31 March 2015	31 March 2015	31 March 2015
b Shares of associate/joint venture held by the Company and its subsidiary on the year end				
– Number		91,119,000	62,523,219	2,742,848
– Amount of investment in associate/joint venture		286.22	769.97	0.24
– Extent of holding %		31.49%	39.29%	24.00%
c Description of how there is significant influence		By way of shareholding	By way of shareholding	By way of shareholding
d Reason why associate/joint venture is not consolidated		N.A.	N.A.	N.A.
e Networth attributable to shareholding as per latest audited Balance Sheet		3,493.81	4,308.21	60.54
f Profit/(loss) for the year				
– Considered in consolidation		3,025.63	1,689.79	54.76
– Not considered in consolidation		–	–	–

On behalf of the Board of Directors

Rahul Bajaj
Chairman

Sanjiv Bajaj
Managing Director

Nanoo Pamnani
Chairman - Audit Committee

Anant Marathe
Chief Financial Officer

Vallari Gupte
Company Secretary

Pune: 21 May 2015

Notes

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Notes

BAJAJ

Bajaj Holdings & Investment Limited
Akurdi, Pune - 411 035, India.
www.bhil.in

NOTICE

Notice is hereby given that the seventieth annual general meeting of the shareholders of Bajaj Holdings & Investment Ltd. will be held on **Thursday 23 July 2015** at **4.15 p.m.** at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune 411 035 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the standalone financial statements and the consolidated financial statements of the Company for the year ended 31 March 2015 together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend.
3. To appoint a director in place of Rajiv Bajaj (DIN: 00018262), 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 ratify appointment of Dalal & Shah, Chartered Accountants, (Firm Registration No. 102021W) as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration.

By order of the Board of directors
for Bajaj Holdings & Investment Ltd.



Vallari Gupte
Company Secretary

Pune: 21 May 2015

NOTES:

- 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 PROXY ON BEHALF OF MEMBERS UPTO 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 REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 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.
- 3 Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of clause 49 of the Listing Agreement.
- 4 Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder and in terms of the approval given by the members at the AGM of the company held on 17 July 2014, the current auditors of the Company, Dalal & Shah, Chartered Accountants are eligible to hold the office for a period of three years, up to 2017, subject to ratification by members at every subsequent AGM. The ratification of appointment of Dalal & Shah, Chartered Accountants as auditors from the conclusion of this annual general meeting till the conclusion of the next annual general meeting alongwith their remuneration has been put up for the approval of members.
- 5 Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from **Saturday 11 July 2015 to Thursday 23 July 2015**, both days inclusive.
- 6 Subject to the provisions of section 126 of the Companies Act, 2013 dividend on equity shares, if declared at the annual general meeting, will be credited/dispatched between **27 July 2015 and 28 July 2015** as under:
 - a) to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the end of the day on **Friday 10 July 2015**; and
 - b) to all those members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/Share Transfer Agent (i.e Karvy Computershare Pvt. Ltd.) on or before the closing hours on **Friday 10 July 2015**.
- 7 Dividend will be preferably paid through National Electronic Clearing Service (NECS), wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the members. In cases, where the dividend cannot be paid through NECS, the same will be paid by account payee/not negotiable instruments.
- 8 To ensure timely delivery of shareholders' communications and also credit of dividend through NECS or dividend warrants/payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, alongwith the 9 digit MICR/NECS details, to the respective depository participant in case of shares held in demat mode/share transfer agent of the Company in case of shares held in physical mode, on or before **10 July 2015**.
- 9 To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Karvy Computershare Pvt. Ltd.). Members are requested to keep the same updated.
- 10 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Karvy.
- 11 In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.

- 12 To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Karvy Computershare Pvt. Ltd. on - mohsin.mohd@karvy.com**
- 13 Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, up to the date of the meeting.
- 14 The Company has been maintaining, inter alia, the following statutory registers at its registered office at Akurdi, Pune, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
- Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said Register shall also be produced at the commencement of the annual general meeting 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.
 - Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.
- 15 Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
- 16 Corporate members are requested to send in advance, duly certified copy of the Board resolution/Power of attorney authorising their representative to attend the annual general meeting.
- 17 Members/proxies are requested to bring the copies of Annual Reports to the meeting.
- 18 Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.

19 Voting through electronic means –

In terms of the provisions of section 108 of the Companies Act, 2013 (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 clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **16 July 2015** (End of Day) being the **Cut-off date** for the purpose of Rule 20 (4) (vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy Computershare Pvt. Ltd.(Karvy) or to vote at the annual general meeting.

The instructions for remote E-Voting are as under:

A. For members who receive notice of annual general meeting through e-mail:

- Use the following URL for e-voting: <https://evoting.karvy.com>
- 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 Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of 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.**

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e., **Bajaj Holdings & Investment Ltd.**
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then 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/AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. 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.
- x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutiniser through e-mail cssdlimaye@gmail.com or upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVENT No.'
- xi. Remote e-voting facility where members can cast their vote online shall be open from: **20 July 2015 (9.00 a.m.) till 22 July 2015 (5.00 p.m.)**
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free).
- xiii. Members may alternatively cast their votes using the Ballot Form sent alongwith this notice and also available on the website of the Company. Please refer instructions under heading C below for more details.

B. For members who receive the notice of annual general meeting in physical form:

- i. Members holding shares either in demat or physical mode who are in receipt of notice in physical form, may cast their votes using the ballot form enclosed to this notice. Please refer instructions under heading C below for more details.
- ii. Members may alternatively opt for e-voting, for which the User Id and Initial password is provided at the bottom of the ballot form. Please follow steps from Sr. No. (i) to (xii) under heading A above to vote through e-voting platform.

C. For members who wish to vote using ballot form:

Pursuant to clause 35B of the Listing Agreement, members may fill in the ballot form sent alongwith the notice and submit the same in a sealed envelope to the scrutiniser, Shyamprasad D Limaye, Practising Company Secretary, Unit: Bajaj Holdings & Investment Ltd. C/o. Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 so as to reach **by 5.00 p.m. on 22 July 2015**. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutiniser on the validity of the forms will be final.

In the event a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

D. Voting facility at annual general meeting

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting, 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.
- ii. 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. 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, (including voting through ballot form received from the members) and voting at the venue of the annual general meeting in a fair and transparent manner.
- ii. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iii. The scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared alongwith the scrutiniser's report shall be placed on the Company's website: www.bhil.in and on the website of Karvy - <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the annual general meeting of the Company scheduled to be held on Thursday 23 July 2015.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Item No. 3 of the Notice

Rajiv Bajaj (DIN: 00018262)

Rajiv Bajaj, Non-executive director, was in the past, a non-retiring director. However, in terms of the requirements of the Companies Act, 2013, the Board in its meeting held on 28 March 2014 categorised him as a director liable to retire by rotation and he is now due for re-appointment at this annual general meeting. Being eligible, he offers himself for reappointment.

As regards reappointment of Rajiv Bajaj referred to in item no. 3 of the Notice, following necessary disclosures are made for the information of the members:

Brief profile of Rajiv Bajaj:

Rajiv Bajaj graduated first in class, with distinction, in Mechanical Engineering from the University of Pune in 1988, and then completed his masters in Manufacturing Systems Engineering, with distinction, from the University of Warwick in 1990.

He has since worked at Bajaj Auto in the areas of Manufacturing and Supply Chain (1990-95), R&D and Engineering (1995-2000), and Marketing and Sales (2000-2005), and has been its Managing Director since April 2005.

His current priority is the objective of achieving the company's vision of being one of the world's leading motorcycle manufacturers.

His directorships/committee positions in other public Limited companies:

Major Directorships:

Bajaj Auto Ltd.
Bajaj Holdings & Investment Ltd.
Bajaj Finserv Ltd.
Bajaj Finance Ltd.
Bajaj Auto Holdings Ltd.
KTM AG

Committee positions:

Bajaj Finserv Ltd.
Bajaj Auto Holdings Ltd.

Rajiv Bajaj is not disqualified from being appointed as a director in terms of section 164 of the Act. He held 1,323,050 Equity Shares of ₹10/- each in the Company as on 31 March 2015.

None of the directors, except Rajiv Bajaj himself and his relatives Rahul Bajaj and Sanjiv Bajaj, is concerned or interested in the said resolution.

The Board commends this ordinary resolution for your approval.

By order of the Board of Directors
for Bajaj Holdings & Investment Ltd.



Vallari Gupte
Company Secretary

Pune: 21 May 2015

BAJAJ HOLDINGS & INVESTMENT LTD.

(CIN: L35911PN1945PLC004656)

Registered office:

Mumbai Pune Road, Akurdi, Pune 411035

Email: investors@bhil.in, website: www.bhil.in

Phone: (020) 27472851, Fax: (020) 27407380

BAJAJ**70th Annual Report 2014-15****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 : L35911PN1945PLC004656
Name of the Company : Bajaj Holdings & Investment Ltd.
Registered office : Mumbai Pune Road, Akurdi, Pune 411035
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:

(1) Name : _____ Address : _____
E-mail Id: _____ Signature : _____ or failing him
(2) Name : _____ Address : _____
E-mail Id: _____ Signature : _____ or failing him
(3) Name : _____ Address : _____
E-mail Id: _____ Signature : _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the SEVENTIETH annual general meeting of the Company, to be held on **Thursday 23 July 2015 at 4.15 p.m.** at Mumbai-Pune Road, Akurdi, Pune 411 035 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. Adoption of Financial statements for the year ended 31 March 2015 and the Directors' and Auditors' Reports thereon.
2. To declare dividend.
3. Re-appointment of Rajiv Bajaj, who retires by rotation.
4. Ratification of appointment of Dalal & Shah, Chartered Accountants, as Statutory Auditors and fixing their remuneration for the year 2015-16.

Signed this _____ day of _____ 2015

Affix
revenue
stamp
of ₹ 1

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. **Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.**

BAJAJ HOLDINGS & INVESTMENT LIMITED

(CIN: L35911PN1945PLC004656)

Registered office:

Mumbai - Pune Road, Pune 411 035

E-mail: investors@bhil.in**Website:** www.bhil.in**Phone:** (020) 27472851; **Fax:** (020) 27407380**BALLOT FORM**

(In lieu of E-voting)

BAJAJ**70th Annual Report 2014-15**

1. Name :
Registered Address :
of the sole/first named Shareholder

2. Name (s) of the Joint Shareholder (s) if any :

3. Registered Folio/DPID & Client ID No. :

4. No. of Shares held :

(as on 5 June 2015 being the cut-off date for
dispatch of Notice of AGM)

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of Seventieth annual general meeting of the Company scheduled on Thursday 23 July 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No. of equity shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	Abstain
1	Adoption of Financial statements for the year ended 31 March 2015 and the Directors' and Auditors' Reports thereon.				
2	To declare dividend.				
3	Re-appointment of Rajiv Bajaj, who retires by rotation.				
4	Ratification of appointment of Dalal & Shah, Chartered Accountants, as Statutory Auditors and fixing their remuneration.				

Place: _____

Date: _____

Signature of Shareholder

NOTE: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutiniser by **5.00 p.m. on 22 July 2015** shall only be considered.

E-VOTING

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

EVEN (E Voting Event No.)	User ID	PASSWORD

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to - <https://evoting.karvy.com>

INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutiniser, Shyamprasad D Limaye, Practising Company Secretary, Unit: Bajaj Holdings & Investment Limited. C/o. Karvy Computershare Pvt. Ltd., Karvy Selenium tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500081 or to his email id cssdlimaye@gmail.com, so as to reach **by 5.00 p.m. on 22 July 2015. Ballot Form received thereafter will strictly be treated as if not received.**
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final.
4. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Karvy Computershare Pvt. Ltd). Members are requested to keep the same updated.
7. The voting rights shall be reckoned on the basis of number of equity shares held by the members as on **16 July 2015** [cut-off date for the purpose as per rule 20 (4) (vii) of the Companies (Management and Administration) Rules, 2014, as amended].
8. There will be only one Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint members.
9. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
10. Where the Ballot Form has been signed by an authorised representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorisation/Board resolution to vote should accompany the Ballot Form.
11. Instructions for e-voting procedure are available in the Notice of annual general meeting and are also placed on the website of the Company.