

Dalal & Shah

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To the Members of Bajaj Auto Holdings Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Bajaj Auto Holdings Limited ("the Company"), which comprise the Balance Sheet as at March 31, 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, 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.

Auditor's 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 auditor's 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 March 31, 2015, and its profit and its cash flows for the year ended on that date.

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Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's 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 March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 Auditor's 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 March 31, 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 March 31, 2015
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2015.

Pune
May 21, 2015

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



S. Venkatesh
Partner
Membership Number: 37942

Annexure to Independent Auditors' Report

Referred to in paragraph [9] of the Independent Auditors' Report of even date to the members of Bajaj Auto Holdings Limited on the standalone financial statements as of and for the year ended March 31, 2015

Dalal & Shah

Chartered Accountants

- i. (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.
- ii. 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.
- iii. 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.
- iv. 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 and for the sale of services. 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.
- v. 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.
- vi. 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.
- vii. (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 income tax and wealth 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 which have not been deposited on account of any dispute. The particulars of dues of income tax as at March 31, 2015 which have not been deposited on account of a dispute, are as follows

| Name of the statute | Nature of dues | Amount (Rs.) | Period to which the amount relates | Forum where the dispute is pending |
|---------------------|-------------------|--------------|--|------------------------------------|
| Income Tax | Department Appeal | 19,026,878 | AY-1983-84 AY-1987-88 AY-1989-90 AY-1992-93 AY-2001-02 | ITAT |



Annexure to Independent Auditors' Report

Referred to in paragraph [9] of the Independent Auditors' Report of even date to the members of Bajaj Auto Holdings Limited on the standalone financial statements as of and for the year ended March 31, 2015

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Dalal & Shah

Chartered Accountants

- (c) 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.
- viii. 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.
- ix. 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.
- x. 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.
- xi. The Company has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. 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



S Venkatesh
Partner
Membership Number: 37942

Pune
May 21, 2015

BAJAJ AUTO HOLDINGS LIMITED
BALANCE SHEET AS AT 31 MARCH 2015

In ₹

| Particulars | Note No. | As at 31 March 2015 | As at 31 March 2014 |
|--------------------------------|----------|---------------------|---------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| Share capital | 3 | 2,450,000 | 2,450,000 |
| Reserves and surplus | 4 | 540,677,119 | 518,913,626 |
| | | 543,127,119 | 521,363,626 |
| Non Current liabilities | | | |
| Other long-term liabilities | 5 | 144,778 | 4,843,658 |
| Current liabilities | | | |
| Trade Payables | 5 | 10,260 | 10,112 |
| Other current liabilities | 5 | 8,349 | 16,596 |
| Short-term provisions | 6 | 50,531,724 | 10,318,959 |
| | | 50,540,073 | 10,335,555 |
| TOTAL | | 593,822,230 | 536,552,951 |
| ASSETS | | | |
| Non-current assets | | | |
| Fixed assets | | | |
| Tangible Assets | 10 | 737,492 | 769,852 |
| Non-current investments | 11 | 311,867,952 | - |
| Long-term loans and advances | 7 | 13,468,268 | 24,208,630 |
| Other non-current assets | 8 | 42,000 | 175,128 |
| | | 326,115,712 | 25,153,610 |
| Current assets | | | |
| Current investments | 11 | 264,067,549 | 510,984,485 |
| Cash and bank balances | 9 | 603,901 | 414,856 |
| Short-term loans and advances | 7 | - | - |
| Other current assets | 8 | 3,035,068 | - |
| | | 267,706,518 | 511,399,341 |
| TOTAL | | 593,822,230 | 536,552,951 |

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 No. 102021W

Chartered Accountants

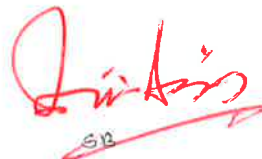


S Venkatesh

Partner

Membership No. 37942

Pune:21 May, 2015





Directors

BAJAJ AUTO HOLDINGS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2015

In ₹

| Particulars | Note No. | Year Ended 31 March 2015 | Year Ended 31 March 2014 |
|--|----------|-----------------------------|-----------------------------|
| Revenue from operations | 12 | 91,999,837 | 11,516,751 |
| Other income | 13 | 6,306,528 | 10,961,131 |
| Total Revenue (I) | | 98,306,365 | 22,477,882 |
| Expenses: | | | |
| Depreciation | | 32,360 | 18,285 |
| Other expenses | 14 | 509,834 | 512,126 |
| Total expenses (II) | | 542,194 | 530,411 |
| Profit before tax | | 97,764,171 | 21,947,471 |
| Tax expenses | | | |
| Tax adjustment pertaining to earlier years | | 6,271,718 | - |
| Current tax | | 19,600,000 | 7,000,000 |
| Total Tax Expense | | 25,871,718 | 7,000,000 |
| Profit after Tax for the year | | 71,892,453 | 14,947,471 |
| Earnings per share (in ₹) | 15 | | |
| Basic | | 2,934 | 610 |
| Diluted | | 2,934 | 610 |
| (Nominal value per share ₹ 100/-) | | | |

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 No. 102021W

Chartered Accountants



S Venkatesh

Partner

Membership No. 37942

Pune:21 May, 2015




Directors

BAJAJ AUTO HOLDINGS LTD
Cash Flow Statement for the year ended 31st March 2015


| Particulars | Year ended | | | |
|---|----------------|--------------------|----------------|---------------------|
| | March 31, 2015 | | March 31, 2014 | |
| | ₹ | ₹ | ₹ | ₹ |
| CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Profit before taxation | | 97,764,171 | | 21,947,471 |
| Adjustments for: | | | | |
| Add/(Less) : | | | | |
| i) Depreciation | 32,360 | | 18,285 | |
| ii) Ammortisation on fixed income securities | (6,756,874) | | 134,229 | |
| iii) Profit on sale of current investments, net | (46,901,535) | | | |
| iv) Surplus on redemption of securities, net | (36,768,812) | | (1,856,992) | |
| | | (90,394,860) | | (1,704,478) |
| Operating Profit Before Working Capital Changes | | 7,369,311 | | 20,242,993 |
| Changes in Assets & Liabilities | | | | |
| i) Loans and advances & Other Assets | 1,983,396 | | - | |
| ii) Trade Payables | 148 | | (392,578) | |
| iii) Other Liabilities | (4,707,127) | | (22,539) | |
| iv) Other bank balance | - | | - | |
| | | (2,723,583) | | (415,117) |
| Sale of investments (current investments) | 849,500,871 | | 40,400,000 | |
| Purchase of investments (current investments) | (641,900,000) | 207,600,871 | (63,200,000) | (22,800,000) |
| Net cash from operating activities before income tax | | 212,246,599 | | (2,972,124) |
| Taxes Paid (net of refunds) | | (19,613,928) | | (12,710,312) |
| Net cash from operating activities | | 192,632,671 | | (15,682,436) |



| | | | | |
|---|---------------|----------------|--------------|---------------------|
| INVESTING ACTIVITIES | | | | |
| Purchase of investments (other than current investment) | (552,077,973) | | - | |
| Sale of investments (other than current investment) | 369,953,306 | | 50,000,000 | |
| Net Cash from Investing Activities | | (182,124,667) | | 50,000,000 |
| FINANCING ACTIVITIES | | | | |
| Dividend paid | (8,820,000) | | (29,400,000) | |
| Corporate dividend tax paid | (1,498,959) | | (4,996,530) | |
| Net Cash from Financing Activities | | (10,318,959) | | (34,396,530) |
| Net Change in cash and cash equivalents | | 189,045 | | (78,966) |
| Cash and cash equivalents at 1.04.2014 | | 414,856 | | 493,822 |
| Cash and cash equivalents as at 31.03.2015 | | 603,901 | | 414,856 |

For Dalal & Shah
Firm Registration No. 102021W
Chartered Accountants

S Venkatesh
Partner
Membership No. 37942


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KD
Directors

Pune: 21 May, 2015.

1 Background of the Company

Bajaj Auto Holdings Limited (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

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:

a) 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) a) Interest income is accrued over the period of the loan. However, where a loan is classified as a non-performing asset, as per the prudential norms prescribed by RBI to the extent applicable to the company as a NBFC and guidelines framed by the management, interest thereon is recognized only when it is actually received.
- b) Income from debentures and bonds is accrued over the maturity of the security, net of amortization of premium / discount, thereby recognizing 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 the Reserve Bank of India to the extent applicable to the company and the guidelines framed by the management.

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

(A) Depreciation and amortization

(a) Leasehold land

Premium on leasehold land is amortized 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 except in case where such assessment suggests a life significantly different from those prescribed by Schedule II- Part 'C', where the useful life is as assessed and certified by a technical expert.
- ii. Depreciation on additions is being provided on prorata basis from the month of such additions.
- iii. 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.

(A) 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 / Cash Generating Unit (CGU) is made. Where the carrying value of the asset / CGU exceeds the recoverable amount, the carrying value is written down to the recoverable amount.



4) Investments

- 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.
- b) 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.
- c) 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.
- d) Investments with maturity of less than 3 months from the date of acquisition are classified as cash and cash equivalents.
- e) Investments other than current investments, made by the Company are intended to be held for long-term, hence diminutions in value of quoted investments are generally considered to be of a temporary nature.
- f) 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.

5) 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.
- b) 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.

6) 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.



3 Share Capital

| | 31 March 2015 In ₹ | 31 March 2014 In ₹ |
|--|-----------------------|-----------------------|
| Authorised : | | |
| 50,000 Equity Shares of ₹ 100/- each | 5,000,000 | 5,000,000 |
| Issued, subscribed and fully paid-up shares : | | |
| 24,500 Equity Shares of ₹ 100/- each | 2,450,000 | 2,450,000 |
| | 2,450,000 | 2,450,000 |

a. Further, of the above:-

- i) Bajaj Holdings & Investment Limited is holding 100% issued capital of the Company

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 100 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

| | 31 March 2015 | | 31 March 2014 | |
|--|---------------|-----------|---------------|-----------|
| Equity shares of ₹ 100 each fully paid | Nos. | % Holding | Nos. | % Holding |
| Bajaj Holdings & Investment limited | 24,500 | 100.00% | 24,500 | 100.00% |

4 Reserves and surplus

| | 31 March 2015 In ₹ | 31 March 2014 In ₹ |
|--|-----------------------|-----------------------|
| Reserve Fund in terms of Section 45-IC(1) of the Reserve Bank of India Act, 1934 | | |
| Balance as per the last financial statements | 97,996,000 | 94,996,000 |
| Add: Transferred from surplus in statement of profit and loss | 14,400,000 | 3,000,000 |
| Closing Balance | 112,396,000 | 97,996,000 |
| General Reserve | | |
| Balance as per the last financial statements | 419,050,819 | 417,556,072 |
| Add: Transferred from surplus in statement of profit and loss | 7,189,245 | 1,494,747 |
| Closing Balance | 426,240,064 | 419,050,819 |
| Surplus in the statement of profit and loss | | |
| Balance as per last financial statements | 1,866,807 | 1,733,042 |
| Profit for the year | 71,892,453 | 14,947,471 |
| Less: Appropriations | | |
| Transfer to Reserve Fund in terms of Section 45-IC(1) of the Reserve Bank of India Act, 1934 | 14,400,000 | 3,000,000 |
| Transfer to general reserve | 7,189,245 | 1,494,747 |
| Proposed dividend | 41,650,000 | 8,820,000 |
| Tax on proposed dividend | 8,478,960 | 1,498,959 |
| Total appropriations | 71,718,205 | 14,813,706 |
| Balance in the statement of profit and loss | 2,041,055 | 1,866,807 |
| | 540,677,119 | 518,913,626 |



5 Other liabilities

| | Non Current | | Current | |
|--|---------------|---------------|---------------|---------------|
| | 31 March 2015 | 31 March 2014 | 31 March 2015 | 31 March 2014 |
| | In ₹ | In ₹ | In ₹ | In ₹ |
| Trade payables | | | | |
| Dues to micro and small enterprises * | | | | |
| Other than dues to micro and small enterprises | - | - | 10,260 | 10,112 |
| | - | - | 10,260 | 10,112 |
| Other liabilities | | | | |
| Security deposits | 78,000 | 72,000 | - | - |
| TDS on Professional Fees | | | 8,349 | 5,566 |
| Other Payables | 66,778 | 4,771,658 | - | 11,030 |
| | 144,778 | 4,843,658 | 8,349 | 16,596 |
| | 144,778 | 4,843,658 | 18,609 | 26,708 |

6 Provisions

| | Long-term | | Short-term | |
|--------------------------|---------------|---------------|---------------|---------------|
| | 31 March 2015 | 31 March 2014 | 31 March 2015 | 31 March 2014 |
| | In ₹ | In ₹ | In ₹ | In ₹ |
| Other provisions | | | | |
| Proposed dividend | - | - | 41,650,000 | 8,820,000 |
| Tax on proposed dividend | - | - | 8,478,960 | 1,498,959 |
| Provision for Tax | - | - | 402,764 | - |
| | - | - | 50,531,724 | 10,318,959 |

7 Loans and advances

(Unsecured, good, unless stated otherwise)

| | Long-term | | Short-term | |
|---|---------------|---------------|---------------|---------------|
| | 31 March 2015 | 31 March 2014 | 31 March 2015 | 31 March 2014 |
| | In ₹ | In ₹ | In ₹ | In ₹ |
| Advances recoverable in cash or kind | | | | |
| Other loans and advances | | | | |
| Deposit with IDBI | 1,050,000 | 1,050,000 | | |
| Advance income-tax (net of provision for tax) | 3,818,787 | 9,673,813 | - | - |
| Other Receivables | 8,599,481 | 13,484,817 | | |
| | 13,468,268 | 24,208,630 | - | - |
| Total | 13,468,268 | 24,208,630 | - | - |

8 Other assets

(Unsecured, good, unless stated otherwise)

| | Non-current | | Current | |
|---------------------|---------------|---------------|---------------|---------------|
| | 31 March 2015 | 31 March 2014 | 31 March 2015 | 31 March 2014 |
| | In ₹ | In ₹ | In ₹ | In ₹ |
| Interest Receivable | 42,000 | 175,128 | 3,035,068 | - |
| Total | 42,000 | 175,128 | 3,035,068 | - |

9 Cash and bank balances

| | Non-current | | Current | |
|---|---------------|---------------|---------------|---------------|
| | 31 March 2015 | 31 March 2014 | 31 March 2015 | 31 March 2014 |
| | In ₹ | In ₹ | In ₹ | In ₹ |
| Cash and cash equivalents | | | | |
| Balances with banks: | | | | |
| On current accounts | - | - | 603,901 | 414,856 |
| Other Cash & Cash Equivalent | - | - | - | - |
| Other bank balances | | | | |
| Deposits with maturity for more than 3 months but less than 12 months | - | - | - | - |
| | - | - | 603,901 | 414,856 |



Schedule 10 --Fixed Assets (Tangible Assets) :

| Particulars | GROSS BLOCK | | | DEPRECIATION | | | | NET BLOCK | |
|-----------------|---------------------------|-----------|----------------------------------|---------------------------|----------|----------------------------------|-----------------|---------------------------|---------------------------|
| | As at 31st March, 2014 | Additions | Deductions and Adjustments | As at 31st March, 2015 | Transfer | Deductions and Adjustments | For the Year | As at 31st March, 2015 | As at 31st March, 2014 |
| | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ |
| TANGIBLE ASSETS | | | | | | | | | |
| Land Freehold | 422,435 | - | - | 422,435 | - | - | - | 422,435 | 422,435 |
| Buildings | 974,568 | - | - | 974,568 | - | - | 32,360 | 659,511 | 347,417 |
| Total | 1,397,003 | - | - | 1,397,003 | - | - | 32,360 | 737,492 | 769,852 |



11 Investment Schedule

(A) Long Term Investments :

In Fully Paid Equity Shares:

Quoted:

209,005 (-) Shares of Rs 5 each in Bajaj Finserv Ltd

In Bonds & Debentures:

Fully paid:

Others

Quoted:

59 (-)9.55% Taxable Secured Redeemable Non Convertible Debentures of Rs 1,000,000 each of Bajaj Finance Limited

(40) 8.90% Secured Non Convertible Non Cumulative Redeemable Taxable Bonds in the nature of Debentures Series C of Rs. 1,250,000 each of Power Grid Corporation of India Limited

Less: Amortisation of Premium/(Discount) on acquisition

B) Current Investments :

In Certificated of Deposit:

Unquoted:

2500 (-) Certificate of Deposit of Rs 1,00,000 each of Punjab National Bank - 22.5.2015

Less: Amortisation of Premium/(Discount) on acquisition

In Mutual Fund Units:

Unquoted:

(15,000,000) Birla sunlife Fixed Term Plan- Series GB (541 days) Growth

(13,000,000) HDFC Fixed Maturity Plan 526 days December 2012(1) Series - 24 Growth

(371,077.547) Birla Sunlife Cash Plus - Growth Regular Plan

(124,616.009) ICICI Prudential Liquid Regular Plan - Growth

(523,497.855) ICICI Prudential Liquid Plan Direct - Growth

90,022.658 (-) ICICI Prudential Money Market Fund Direct - Growth

| Non current portion | | In ₹ | |
|---------------------|---------------|---------------|---------------|
| 31 March 2015 | 31 March 2014 | 31 March 2015 | 31 March 2014 |
| 261,543,323 | - | - | - |
| 50,397,900 | - | - | - |
| - | - | - | 50,620,492 |
| 50,397,900 | - | - | 50,620,492 |
| 73,271 | - | - | 474,944 |
| 50,324,629 | - | - | 50,145,548 |
| 311,867,952 | - | - | 50,145,548 |
| - | - | 240,136,750 | 150,000,000 |
| - | - | 6,939,157 | 130,000,000 |
| - | - | 247,075,907 | 65,160,178 |
| - | - | - | 20,878,759 |
| - | - | - | 94,800,000 |
| - | - | 16,991,642 | - |
| - | - | 264,067,549 | 460,838,937 |
| 311,867,952 | - | 264,067,549 | 510,984,485 |

| | Book Value as at | | Market Value as at | |
|----------|------------------|--------------|--------------------|------------|
| | 31 March 2015 | 31-Mar-14 | 31 March 2015 | 31-Mar-14 |
| Quoted | 311,867,952 | 50,145,548 * | 346,108,113 | 50,260,262 |
| Unquoted | 264,067,549 | 460,838,937 | - | - |
| Total | 575,935,501 | 510,984,485 | - | - |

* Quoted Investments for which quotations are not available 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 diminution in the value of quoted investments are not considered to be of a permanent nature. On an assessment of the non-performing investments (quoted & unquoted) and keeping in mind the relevant provisioning norms applicable to the Company as a NBFC and the guidelines adopted by the management, no provision has been determined during the year ended 31 March 2015



12 Revenue from operations

| | 31 March 2015 In ₹ | 31 March 2014 In ₹ |
|---|--------------------------|--------------------------|
| Interest: | | |
| Interest income on | | |
| Long-term investments | 1,572,616 | 9,793,987 |
| Less : Amortisation of premium/(discount) on acquisition of fixed income securities | 6,756,874 | (134,227) |
| Current investments | - | - |
| Others | - | - |
| | <u>8,329,490</u> | <u>9,659,759</u> |
| Profit on sale of current investments, net | 83,670,347 | 1,856,992 |
| Provision for diminution in value of investments write back | - | - |
| Provision for Doubtful Accounts written back | - | - |
| Revenue from operations | <u>91,999,837</u> | <u>11,516,751</u> |

13 Other income

| | 31 March 2015 In ₹ | 31 March 2014 In ₹ |
|------------------------|-------------------------|--------------------------|
| Rent | 147,000 | 135,225 |
| Miscellaneous Receipts | 6,159,528 | 10,825,906 |
| | <u>6,306,528</u> | <u>10,961,131</u> |

14 Other expenses

| | 31 March 2015 In ₹ | 31 March 2014 In ₹ |
|---------------------------|-----------------------|-----------------------|
| Repairs to Buildings | 30,000 | 56,892 |
| Administration Charges | 6,000 | 6,000 |
| Legal & Professional Fees | 313,983 | 244,443 |
| Rates and Taxes | 107,868 | 107,868 |
| Insurance | 1,597 | 1,805 |
| Payment to auditor | 36,681 | 33,708 |
| Miscellaneous Expenses | 13,705 | 61,410 |
| | <u>509,834</u> | <u>512,126</u> |

Payment to auditor

| | 31 March 2015 In ₹ | 31 March 2014 In ₹ |
|-------------------------------------|-----------------------|-----------------------|
| As auditor: | | |
| Audit fee | 11,400 | 11,266 |
| Tax audit fee | 8,427 | 5,515 |
| In other capacity: | | |
| Other services (certification fees) | 16,854 | 16,927 |
| | <u>36,681</u> | <u>33,708</u> |
| | <u>509,834</u> | <u>512,126</u> |

15 Earning per share (EPS)

| | 31 March 2015 | 31 March 2014 |
|--|---------------|---------------|
| Earnings per share is calculated by dividing the profit attributable to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. The numbers used in calculating basic and diluted earnings are stated below : | | |
| Basic & Diluted | | |
| Profit for the year after taxation (Rs.) | 71,892,453 | 14,947,471 |
| Number of shares outstanding at the beginning of the year (Nos) | 24,500 | 24,500 |
| Weighted average number of shares outstanding at the end of the year (Nos) | 24,500 | 24,500 |
| Basic Earnings per share (₹) | 2,934 | 610 |

16 Contingent liabilities

| | 31 March 2015 In ₹ | 31 March 2014 In ₹ |
|----------------------------------|-----------------------|-----------------------|
| Income Tax matters under dispute | 19,026,878 | 19,026,878 |



BAJA AUTO HOLDINGS LTD

17. Disclosure of Transactions with Related Parties as required by the Accounting Standard - 18:

| Name of Related Party and Nature of Relationship | Nature of Transaction | 2014-2015 | | 2013-2014 | |
|--|---|-------------------|---|-------------------|---|
| | | Transaction Value | Outstanding amount carried in the balance sheet | Transaction Value | Outstanding amount carried in the balance sheet |
| | | ₹ | ₹ | ₹ | ₹ |
| [a] Holding Company Bajaj Holdings & Investment Ltd | Contribution to Equity 24,500 shares of Rs 100 each | | | | |
| | Dividend Paid | 8,820,000 | 2,450,000 | 29,400,000 | 2,450,000 |
| [a] Entity over which significant influence is exercised by the parent/holding company. Bajaj Finserv Ltd | Contribution to Equity 209,005 shares of Rs 5 each | 261,543,323 | 261,543,323 | | |
| | (Previous year Nil) | | | | |

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 have been made only when there have been transactions with those parties.



18. Schedule to Balance Sheet as on 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)

₹ In Lakh

| Particulars | | | |
|---------------------------|---|--------------------|----------------|
| Liabilities Side : | | | |
| (1) | Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid: | Amount Outstanding | Amount Overdue |
| | (a) Debentures : Secured | Nil | Nil |
| | : Unsecured | Nil | Nil |
| | (Other than falling within the meaning of public deposit*) | Nil | Nil |
| | (b) Deferred Credits | Nil | Nil |
| | (c) Term Loans | Nil | Nil |
| | (d) Inter-corporate Loans and Borrowings | Nil | Nil |
| | (e) Commercial Paper | Nil | Nil |
| | (f) Other Loans (specify nature) | | |
| | Sale tax deferral loan | Nil | Nil |
| | * Please see Note 1 below | | |
| Asset Side | | | |
| | | Amount Outstanding | |
| (2) | Break-up of Loans and Advances including bills receivables (other than those included in (4) below) | | |
| | (a) Secured | | Nil |
| | (b) Unsecured | | 135 |
| | (Comprises advance income tax paid, Deposit with IDBI & Other Receivables) | | |
| (3) | Break up of Leased Assets and Assets and stock on hire and other assets counting towards AFC activities | | |
| | (i) Lease assets including lease rentals under sundry debtors | | |
| | (a) Financial Lease | | Nil |
| | (b) Operating Lease | | Nil |
| | (ii) Stock on hire including hire charges under sundry debtors | | |
| | (a) Assets on hire | | Nil |
| | (b) Repossessed Assets | | Nil |
| | (iii) Other loans counting towards AFC activities | | |
| | (a) Loans where assets have been repossessed | | Nil |
| | (b) Loans other than (a) above | | Nil |
| (4) | Break up of Investments: | | |
| | Current Investments | | |
| | 1. Quoted: | | |
| | (i) Shares: (a) Equity | | Nil |
| | (b) Preference | | Nil |
| | (ii) Debentures and Bonds | | Nil |
| | (iii) Units of mutual funds | | Nil |
| | (iv) Government Securities | | Nil |
| | (v) Others: (a) Certificate of Deposit | | Nil |
| | (b) Commercial Paper | | Nil |
| | 2. Unquoted: | | |
| | (i) Shares: (a) Equity | | Nil |
| | (b) Preference | | Nil |
| | (ii) Debentures and Bonds | | Nil |
| | (iii) Units of mutual funds | | 170 |
| | (iv) Government Securities | | Nil |
| | (v) Others: (a) Certificate of Deposit | | 2,471 |
| | (b) Commercial Paper | | Nil |
| | | | 2,641 |
| | Long Term Investments | | |
| | 1. Quoted | | |
| | (i) Shares: (a) Equity | | 2,615 |
| | (b) Preference | | Nil |
| | (ii) Debentures and Bonds | | 503 |
| | (iii) Units of mutual funds | | Nil |
| | (iv) Government Securities | | Nil |
| | (v) Others (Please specify) | | Nil |



| | | |
|-----------------------------|--|-------|
| 2. Unquoted: | | |
| (i) Shares: (a) Equity | | Nil |
| (b) Preference | | Nil |
| (ii) Debentures and Bonds | | Nil |
| (iii) Units of mutual funds | | Nil |
| (iv) Government Securities | | Nil |
| (v) Others (Please specify) | | |
| Total | | 5,759 |

| | | | |
|--|--------------------------|-----------|-------|
| (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 | Nil | Nil | Nil |
| (b) Companies in the same group | Nil | Nil | Nil |
| (c) Other related parties | Nil | Nil | - |
| 2. Other than related parties | Nil | 135 | 135 |
| Total | Nil | 135 | 135 |

| | | |
|---|--|--------------------------------|
| (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 | | |
| - Quoted (disclosed at market value) | Nil | Nil |
| - Unquoted (disclosed at break up value) | Nil | Nil |
| (b) Companies in the same group | 3,460 | 3,118 |
| (c) Other related parties | Nil | Nil |
| 2. Other than related parties | | |
| Unquoted | 2,645 | 2,641 |
| Quoted (disclosed at market value) | Nil | Nil |
| Total | 6,105 | 5,759 |

** As per Accounting Standard of ICAI (Please see Note 3)

| | |
|---|--------|
| (7) Other information | |
| Particulars | Amount |
| (i) Gross Non-Performing Assets | |
| (a) Related parties | Nil |
| (b) Other than related parties | Nil |
| (ii) Net Non-Performing Assets | |
| (a) Related parties | Nil |
| (b) Other than related parties | Nil |
| (iii) Assets acquired in satisfaction of debt | Nil |

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 & 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

₹ In Lakh

| | Particulars | Current year | Previous year |
|-----|--|--------------|---------------|
| (1) | Value of investments | | |
| | (i) Gross value of investments | | |
| | (a) In India | 5,759 | 5,109 |
| | (b) Outside India | - | - |
| | (ii) Provisions for depreciation | | |
| | (a) In India | - | - |
| | (b) Outside India | - | - |
| | (iii) Net value of investments | | |
| | (a) In India | 5,759 | 5,109 |
| | (b) Outside India | - | - |
| (2) | Movement of provisions held towards depreciation on | | |
| | (i) Opening balance | - | - |
| | (ii) Add : Provisions made during the year | - | - |
| | (iii) Less : Write-off / write-back of excess provisions | - | - |
| | (iv) Closing balance | - | - |

9 Provisions and contingencies

₹ In Lakh

| | Break up of 'Provisions and Contingencies' shown under the head expenditure in Profit and Loss Account | Current year | Previous year |
|-------|--|--------------|---------------|
| (i) | Provisions for depreciation on investment. | - | - |
| (ii) | Provision towards NPA | - | - |
| (iii) | Provision made towards income tax. | 196 | 70 |
| (iv) | Other provision and contingencies | - | - |
| (v) | Provision for standard assets | - | - |



(10) CRAR

| | Items | Current Year | Previous Year |
|-------|----------------------------|--------------|---------------|
| (i) | CRAR % | 100% | 97% |
| (ii) | CRAR - Tier I capital (%) | 100% | 97% |
| (iii) | CRAR - Tier II capital (%) | 0% | 0% |

(11) Exposures

11.1 Exposures to Real Estate Sector

| | Category | Current Year | Previous Year |
|-------|--|--------------|---------------|
| (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 Rs.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, multi-tenanted 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 | - | - |
| | Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs) | - | - |



11.2 Exposure to capital market

₹ In Lakh

| | Particulars | Current year | Previous year |
|---|--|--------------|---------------|
| (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; | 2,615 | Nil |
| (ii) | Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds; | Nil | Nil |
| (iii) | Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security; | Nil | Nil |
| (iv) | Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances; | Nil | Nil |
| (v) | Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers; | Nil | Nil |
| (vi) | Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources; | Nil | Nil |
| (vii) | Bridge loans to companies against expected equity flows / issues; | Nil | Nil |
| (viii) | All exposures to Venture Capital Funds (both registered and unregistered) | Nil | Nil |
| Total exposure to capital market | | 2,615 | Nil |



12 Asset Liability Management
Maturity pattern of certain items of assets and liabilities

₹ In Lakh

| | 1 day to 30/31 days (one month) | Over one month to 2 months | Over 2 months upto 3 months | Over 3 months to 6 months | Over 6 months to one 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 | - | - | - | - | - | - | - | - | - |
| Deposits | - | - | - | - | - | - | - | - | - |
| Advances | - | - | - | - | - | - | - | - | - |
| Investments | 170 | 2,470 | - | - | - | 504 | - | 2,615 | 5,759 |
| Foreign Currency assets | - | - | - | - | - | - | - | - | - |
| Total | 170 | 2,470 | | | | 504 | | 2,615 | 5,759 |

13 Miscellaneous Disclosures

- Registration obtained from other financial sector regulators :
Non other than RBI
- Disclosure of penalties imposed by RBI and other regulators :
During previous year, no penalty was imposed by RBI or other regulators.
- Related party transactions :
Please refer note 18 for details of related party transactions.
- 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 -

- 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
- 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
- Details of financing of parent company products
- Details of Single Borrower Limit (SBL) / Group Borrower Limit (GBL) exceeded by the NBFC
- Unsecured advances
- 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
- Overseas assets (for those with joint ventures and subsidiaries abroad)
- Off-balance sheet SPVs sponsored
- Disclosure of customer complaints



19 Lease

Future minimum lease rental in respect of assets
given on operating lease after 1 April 2001
Minimum future lease payments as on 31 March 2014:

| | As at | |
|---|----------------|----------------|
| | 31 March 2015 | 31 March 2014 |
| | ln ` | ln ` |
| Receivable | | |
| Within one year | 147,000 | 108,000 |
| After one year but not more than five years | - | - |
| More than five years | - | - |
| | 147,000 | 108,000 |

20 Previous year figures

Previous year figures have been reclassified to conform to this year's classification.

In terms of our report of even date

For Dalal & Shah
Firm Registration No. 102021W
Chartered Accountants


S Venkatesh

Partner
Membership No. 37942

Pune: 21st May, 2015




Directors